

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-K**

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2019**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**COMMISSION FILE NO. 001-38012**

**Playa Hotels & Resorts N.V.**  
(Exact name of registrant as specified in its charter)

**The Netherlands**  
(State or other jurisdiction of incorporation or organization)

**98-1346104**  
(IRS Employer Identification Number)

**Prins Bernhardplein 200**  
**1097 JB Amsterdam, the Netherlands**  
(Address of Principal Executive Offices)

**Not Applicable**  
(Zip Code)

**+ 31 20 571 12 02**  
(Registrant's Telephone Number, Including Area Code)  
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Ordinary Shares, €0.10 par value	PLYA	NASDAQ

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past ninety (90) days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of June 30, 2019, the aggregate market value of the registrant's ordinary shares, €0.10 par value, held by non-affiliates of the registrant was approximately \$431.5 million (based upon the closing sale price of the registrant's ordinary shares on June 30, 2019 on the NASDAQ).

As of February 21, 2020, there were 129,173,961 shares of the registrant's ordinary shares, €0.10 par value, outstanding.

## **DOCUMENTS INCORPORATED BY REFERENCE**

Part III of this Annual Report on Form 10-K incorporates by reference portions of the registrant's Proxy Statement for its 2020 annual general meeting of shareholders to be held on May 14, 2020.

**Playa Hotels & Resorts N.V.**  
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## FORWARD-LOOKING STATEMENTS

*This annual report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. Forward-looking statements reflect our current views with respect to, among other things, our capital resources, portfolio performance and results of operations. Likewise, all of our statements regarding anticipated growth in our operations, anticipated market conditions, demographics and results of operations are forward-looking statements. In some cases, you can identify these forward-looking statements by the use of terminology such as “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “could,” “seeks,” “approximately,” “predicts,” “intends,” “plans,” “estimates,” “anticipates” or the negative version of these words or other comparable words or phrases.*

*The forward-looking statements contained in this annual report reflect our current views about future events and are subject to numerous known and unknown risks, uncertainties, assumptions and changes in circumstances that may cause our actual results to differ significantly from those expressed in any forward-looking statement. The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:*

- general economic uncertainty and the effect of general economic conditions on the lodging industry in particular;*
- the popularity of the all-inclusive resort model, particularly in the luxury segment of the resort market;*
- changes in economic, social or political conditions in the regions we operate, including changes in perception of public-safety and changes in the supply of rooms from competing resorts;*
- the success and continuation of our relationships with Hyatt Hotels Corporation (“Hyatt”) and Hilton Worldwide Holdings, Inc. (“Hilton”);*
- the volatility of currency exchange rates;*
- the success of our branding or rebranding initiatives with our current portfolio and resorts that may be acquired in the future, including the recent rebranding of two of our resorts under the all-inclusive “Hilton” brand and rebranding of certain resorts acquired from Sagicor (as defined below) in Jamaica;*
- our failure to successfully complete acquisition, expansion, repair and renovation projects in the timeframes and at the costs and returns anticipated;*
- changes we may make in timing and scope of our development and renovation projects;*
- significant increases in construction and development costs;*
- significant increases in the cost of utilities;*
- our ability to obtain and maintain financing arrangements on attractive terms;*
- the impact of and changes in governmental regulations or the enforcement thereof, tax laws and rates, accounting guidance and similar matters in regions in which we operate;*
- the effectiveness of our internal controls and our corporate policies and procedures and the success and timing of the remediation efforts for the material weakness that we identified in our internal control over financial reporting;*
- changes in personnel and availability of qualified personnel;*
- environmental uncertainties and risks related to adverse weather conditions and natural disasters;*
- outbreak of widespread contagious diseases;*
- dependence on third parties to provide Internet, telecommunications and network connectivity to our data centers;*
- the volatility of the market price and liquidity of our ordinary shares and other of our securities; and*
- the increasingly competitive environment in which we operate.*

*While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. The Company disclaims any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, new information, data or methods, future events or other changes after the date of this annual report, except as required by applicable law. You should not place undue reliance on any forward-looking statements, which are based only on information currently available to us (or to third parties making the forward-looking statements).*

*Unless the context requires otherwise, in this annual report, we use the terms “the Company,” “Playa,” “our company,” “we,” “us,” “our” and similar references to refer to Playa Hotels & Resorts N.V., a Dutch public limited liability company (naamloze vennootschap), and, where appropriate, its subsidiaries.*

## **Explanatory Note**

At 12:00 a.m. Central European Time on March 12, 2017 (the “Closing Time”), we consummated a business combination (the “Pace Business Combination”) pursuant to a transaction agreement by and among us, Playa Hotels & Resorts B.V. (our “Predecessor”) and Pace Holdings Corp. (“Pace”), an entity that was formed as a special purpose acquisition company, for the purpose of effecting a merger or other similar business combination with one or more target businesses, and New Pace Holdings Corp. In connection with the Pace Business Combination, which is described in detail in our Current Report on Form 8-K filed with the Securities and Exchange Commission (“SEC”) on March 14, 2017, we changed our name from Porto Holdco N.V. to Playa Hotels & Resorts N.V. In addition, in connection with the Pace Business Combination, (i) prior to the consummation of the Pace Business Combination, all of our Predecessor's cumulative redeemable preferred shares were purchased and were subsequently extinguished upon the reverse merger of our Predecessor with and into us, and (ii) Pace's former shareholders and our Predecessor's former shareholders received a combination of our ordinary shares and warrants as consideration in the Pace Business Combination. Our Predecessor was the accounting acquirer in the Pace Business Combination, and the business, properties, and management team of our Predecessor prior to the Pace Business Combination are the business, properties, and management team of the Company following the Pace Business Combination.

Our financial statements, other financial information and operating statistics presented in this Form 10-K reflect the results of our Predecessor for all periods prior to the Closing Time. Our financial statements and other financial information also include the consolidation of Pace from the Closing Time of the Pace Business Combination to December 31, 2019.

On June 1, 2018, we completed a business combination with certain companies affiliated with Sagicor Group Jamaica Limited (collectively “Sagicor”) whereby Sagicor contributed to us a portfolio of five all-inclusive resorts, two adjacent oceanfront developable land sites with a potential density of up to 700 rooms and all of Sagicor's rights to “The Jewel” hotel brand (collectively the “Sagicor Assets”). The resorts included in the portfolio consist of the 495-room Hilton Rose Hall Resort & Spa, the 268-room Jewel Runaway Bay Beach Resort & Waterpark, the 250-room Jewel Dunn's River Beach Resort & Spa, the 225-room Jewel Paradise Cove Beach Resort & Spa and the 217-room Jewel Grande Montego Bay Resort & Spa (where we own 88 rooms and manage 129 rooms). Previously, the resorts we acquired from Sagicor were managed by an external third-party but we assumed management of these resorts upon the closing of the transaction. Consideration for the Sagicor Assets consisted of 20,000,000 of our ordinary shares and \$93.1 million in cash. In addition, two individuals nominated by Sagicor joined Playa's Board of Directors upon the consummation of the transaction.

Our financial statements and other financial information include the consolidation of the Sagicor Assets from June 2, 2018 to December 31, 2019.

## PART I

### Item 1. *Business.*

#### Overview

Playa is a leading owner, operator and developer of all-inclusive resorts in prime beachfront locations in popular vacation destinations in Mexico and the Caribbean. As of December 31, 2019, we owned and/or managed a total portfolio consisting of 23 resorts (8,690 rooms) located in Mexico, Jamaica and the Dominican Republic. Playa's strategy is to leverage its globally recognized brand partnerships in order to capitalize on the gap between the 14% U.S. brand-affiliated room supply in the regions in which we operate and the nearly 45% of visitors that come from the U.S. This strategy should drive outsized returns for our shareholders and enhance the lives of our associates and the communities in which we operate.

We believe that the resorts we own and manage are among the finest all-inclusive resorts in the markets they serve. We believe that our resorts have a competitive advantage due to their location, brand affiliations, extensive amenities, scale and design. Our portfolio is comprised of all-inclusive resorts that share some combination of the following characteristics:

- Prime beachfront locations;
- Globally recognized U.S. brand partners;
- Convenient air access from a number of North American and other international gateway markets;
- Strategic locations in popular vacation destinations in countries with strong government commitments to tourism;
- High quality physical condition; and
- Capacity for further revenues and earnings growth through incremental renovation or repositioning opportunities.

Our all-inclusive resorts provide guests an attractive vacation experience that offers both compelling value and price certainty, while at the same time providing Playa more predictable revenue, expense and occupancy rates than traditional full-service hotel business models. All-inclusive guests book and pay further in advance, resulting in lower cancellation rates and incremental sales of upgrades, premium services and amenities not included in the all-inclusive package pricing.

We have strategic relationships with both Hyatt and Hilton, two of the preeminent globally recognized hotel brands. Hyatt's and Hilton's selection of Playa as its strategic partner in the development and management of all-inclusive resorts throughout the Caribbean, Mexico and Latin America reflects their confidence and conviction in Playa's best-in-class stewardship of all-inclusive resorts and provides us with unique advantages, including the following:

- Access to worldwide reservation systems, global marketing scale, and approximately 125 million hotel loyalty members to drive revenue growth;
- Higher propensity for guests to book direct, which results in significantly improved returns over bookings from online tour operators;
- Lower customer acquisition costs, and higher net Average Daily Rates (ADRs);
- Higher Net Asset value for branded hotels affiliated with global franchisors;
- Lower cost of financing for properties affiliated with top tier brands;
- Brand partners are a second set of eyes, focused on maximizing returns;
- Immediate customer recognition for a new or converted resort;
- Exposure to new consumers, who may not be familiar with the all-inclusive model;
- Access to guests from different regions, creating a better segmentation mix, reducing the risk from an owner's perspective;
- Stronger marketing and public relations presence;
- Brands are proven to reduce price sensitivity and encourage purchase decisions, resulting in higher revenues;
- Branded resorts, on average, have higher occupancy than non-branded resorts;
- Branded resorts have higher rates of group business; and
- Branded resorts have lower failure rates.

We have an exclusive agreement with Panama Jack International, Inc. (“Panama Jack”), a consumer products company that focuses on resort clothes and furnishings and sun care products, that provides us with the right to develop and own and/or manage all-inclusive resorts under the Panama Jack brand in certain regions. We currently own two resorts operated under the Panama Jack Brand. We also own and operate five resorts in Jamaica that we acquired from Sagicor in June 2018, four of which are operated under the Jewel brand. Other resorts in our portfolio operate under the Dreams, Sanctuary, and Secrets brands.

In the fourth quarter of 2019, we completed and opened our first ever ground-up development project, the Hyatt Ziva and Hyatt Zilara Cap Cana. We also completed significant renovation work at the Hilton Playa del Carmen All-Inclusive Resort, Hilton La Romana All-Inclusive Adult Resort and the Hilton La Romana All-Inclusive Family Resort during the fourth quarter of 2019 as part of the rebranding and conversion of those respective hotels.

We consider each of our hotels to be an operating segment, none of which meets the threshold for a reportable segment. For further discussion about our operating segments and financial information about the geographic regions in which we operate, please see Segment Results in Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations* and Note 20 to the accompanying Consolidated Financial Statements.

## Our Competitive Strengths

We believe the following competitive strengths distinguish us from other owners, operators, developers and acquirers of all-inclusive resorts:

- ***Premier Collection of All-Inclusive Resorts in Highly Desirable Locations.*** We believe that our portfolio represents a premier collection of all-inclusive resorts. Our award-winning resorts are located in prime beachfront locations in popular vacation destinations, including Cancún, Playa del Carmen, Puerto Vallarta and Los Cabos in Mexico, Punta Cana in the Dominican Republic and Montego Bay in Jamaica. Guests may conveniently access our resorts from a number of North American and other international gateway markets.
- ***Diversified Portfolio of All-Inclusive Resorts.*** We currently offer our guests resorts located in four main geographic markets and across a number of price points. This diversity helps to foster loyalty among our guests and to drive repeat business. As of December 31, 2019, we operated resorts under eight brands. Having multiple brands to offer owners and developers is essential to our ability to secure management agreements and high-return acquisitions since having a family of brands mitigates the risks of brand-on-brand supply growth and subsequent cannibalization.
- ***Exclusive Focus on the All-Inclusive Model.*** We believe the all-inclusive resort model is increasing in popularity as more people come to appreciate the benefits of a high-quality vacation experience that couples value and a high degree of cost certainty. Because our guests have pre-purchased their vacation packages, we also have the opportunity to earn incremental revenue if our guests purchase upgrades, premium services and amenities that are not included in the all-inclusive package.
- ***Integrated and Scalable Operating Platform.*** We believe we have developed a scalable resort management platform designed to improve operating efficiency at the 19 resorts we currently manage. Our platform enables us to integrate additional resorts we may acquire, manage hotels owned by third-parties and potentially internalize the management of the four resorts we own, but do not manage. Our platform also enables managers of each of our key functions, including sales, marketing and resort management, to observe, analyze, share and respond to trends throughout our portfolio. As a result, we are able to implement management initiatives on a real-time and portfolio-wide basis.
- ***Strategic Relationship with Hyatt to Develop All-Inclusive Resorts.*** Our strategic relationship with Hyatt, which indirectly beneficially owned approximately 9.2% of our ordinary shares as of December 31, 2019, provides us with a range of benefits, including the right to operate certain of our existing resorts under the Hyatt Ziva and Hyatt Zilara brands (the “Hyatt All-Inclusive Resort Brands”) in certain countries and, through December 31, 2021, certain rights with respect to the development and management of future Hyatt All-Inclusive Resort Brands resorts in Mexico, Costa Rica, the Dominican Republic, Jamaica and Panama (the “Market Area”).

The Hyatt Ziva brand is marketed as an all-inclusive resort brand for all-ages and the Hyatt Zilara brand is marketed as an all-inclusive resort brand for adults-only. We believe these brands are currently Hyatt’s primary vehicle for all-inclusive resort growth and demonstrate Hyatt’s commitment to the all-inclusive model. The Hyatt All-Inclusive Resort Brands have access to Hyatt’s low cost and high margin distribution channels, such as Hyatt guests using the World of Hyatt® guest loyalty program (which had approximately 22 million members as of December 31, 2019), Hyatt’s reservation system, Hyatt’s mobile application and website and Hyatt’s extensive group sales business. We believe that our strategic relationship with Hyatt and the increasing awareness of our all-inclusive resort brands among potential guests will enable

us to increase the number of bookings made through lower cost sales channels, such as direct bookings through Hyatt and our company and resort websites.

- **Strategic Relationship with Hilton to Develop All-Inclusive Resorts.** Our strategic alliance with Hilton affords us with the opportunity to leverage our management expertise and obtain access to Hilton's global portfolio of brands and over 103 million Hilton Honors members as of December 31, 2019. During 2018, we successfully converted two of our resorts into three Hilton all-inclusive resorts, with the potential to convert, develop or manage up to an additional eight resorts in certain locations in the Caribbean, Mexico, and South and Central America by 2025. Our strategic alliance with Hilton further diversifies our portfolio, enables us to reach more potential guests and greatly reduces our customer acquisition costs.
- **Experienced Leadership with a Proven Track Record.** Our senior management team has significant experience in the lodging industry, including operating all-inclusive resorts.
  - Mr. Wardinski, our Chief Executive Officer has over 30 years of experience in the hospitality industry, founded our Predecessor and previously was the Chief Executive Officer of two lodging companies: Barceló Crestline Corporation, an independent hotel owner, lessee and manager; and Crestline Capital Corporation, a New York Stock Exchange ("NYSE") listed hotel owner, lessee and manager. Mr. Wardinski was also the non-executive chairman of the board of directors of Highland Hospitality Corporation, an NYSE-listed owner of upscale full-service, premium limited-service and extended-stay properties. Mr. Wardinski held other leadership roles within the industry including Senior Vice President and Treasurer of Host Marriott Corporation (now Host Hotels and Resorts (NYSE: HST)) and various roles with Marriott International, Inc. As of December 31, 2019, approximately 2.3% of our outstanding ordinary shares are beneficially owned by Mr. Wardinski.
  - Mr. Stadlin, our Chief Operating Officer and Chief Executive Officer of our resort management company, has over 40 years of experience in the hospitality industry and was employed by Marriott International, Inc. for 33 years during which he spent 12 years working on its expansion into Latin America.
  - Mr. Froemming, our Chief Commercial Officer, has over 23 years of experience in the hospitality industry and spent 10 years as the sales and marketing leader of Sandals Resorts International, leading the growth of its two well-known all-inclusive brands, Sandals and Beaches.
  - Mr. Hymel, our Chief Financial Officer, has over 17 years of experience working within the hospitality sector. He previously served as Senior Vice President and Treasurer of Playa and has worked at Barceló Crestline Corporation and Crestline Capital Corporation, two hotel and resort owners and operators.

## Our Business and Growth Strategies

Our goal is to be the leading owner, operator and developer of all-inclusive beachfront resorts in the markets we serve and to generate attractive risk-adjusted returns above our cost of capital and create value for our shareholders by implementing the following business and growth strategies:

- **Selectively Pursue Strategic Growth Opportunities.** The all-inclusive segment of the lodging industry is highly fragmented. We believe that we are well positioned to grow our portfolio through acquisitions and partnerships in the all-inclusive segment of the lodging industry, such as the recent acquisition of the Sagicor Assets. We believe that our extensive experience in all-inclusive resort operations, brand relationships, acquisition, expansion, renovation, repositioning and rebranding, established and scalable management platform and ability to offer NASDAQ-listed ordinary shares to potential resort sellers will make us a preferred asset acquirer.
- **Secure New Management Agreements.** We intend to pursue opportunities to capitalize on our scalable and integrated resort management platform and our expertise and experience with managing all-inclusive resorts, by seeking to manage all-inclusive resorts owned by third parties for a fee and to potentially, over time, internalize the management of resorts we own that are currently managed by a third-party. For example, in September 2017, we entered into a long-term agreement to manage the 323-room Sanctuary Resort in Cap Cana, and in June 2018, we secured a long-term agreement to manage 129 rooms at the Jewel Grande Montego Bay Resort & Spa. We will also look to make minority investments in high return projects to obtain management agreements.
- **Utilization of New Technologies and Leverage of Big Data.** We utilize numerous technologies aimed at improving guest satisfaction and shareholder returns. We recently launched a new website using a new search engine and metasearch optimization tools aimed at driving direct bookings, our lowest cost customer acquisition channel. As a result, we benefited



from more direct business at our Playa-managed hotels in 2019. Our percentage of direct stays increased from 17.2% in 2018 to 23.1% in 2019 and our percentage of direct bookings, including future stays, increased from 21.6% in 2018 to 30.3% in 2019.

We also recently launched a new end-to-end technology at select resorts which uses sophisticated algorithms to identify in real-time what upgrades, packages and pricing to offer guests. This enables us to provide guests with several options to enhance their experience, while increasing revenue post-booking. Other new technological innovations underway include our recently launched travel agent portal, which facilitates travel agent bookings without the additional commission layer of a tour and travel operator, as well as the continued launch of our new yield management system, which should maximize guest revenues by optimizing both package rates and channel mix.

Additionally, by virtue of our partnerships with Hyatt and Hilton, we have greatly increased our access to member data and analytics with respect to millions of guests, further enabling us to drive lower customer acquisition costs, bookings and revenues.

- ***Disposition of non-core assets.*** We continuously monitor, review and optimize our portfolio to align with our strategic vision and maximize our return on invested capital. As part of this ongoing process, we may sell assets that no longer fit our criteria for capital investment. We will look to use proceeds from asset sales to pay down debt, repurchase common shares, reinvest in projects within our existing portfolio or pursue new growth opportunities.

### **Playa's Hyatt Resort Agreements**

For each Playa resort using a Hyatt All-Inclusive Brand, the Hyatt franchise agreements (the "Hyatt Resort Agreements") grant to each of Playa and any third party owner for whom Playa serves as hotel operator (each a "Resort Owner") the right, and such Resort Owner undertakes the obligation, to use Hyatt's hotel system and system standards to build or convert and operate the resort subject to the franchise agreement. Each franchise agreement between Hyatt and such Resort Owner has an initial 15-year term and Hyatt has two options to extend the term for an additional term of five years each or 10 years in the aggregate. Hyatt provides initial and ongoing training and guidance, marketing assistance and other assistance to each Resort Owner (and Playa as the resort's manager) in connection with the resort's development and operation. As part of this assistance, Hyatt reviews and approves the initial design and related elements of the resort. Hyatt also arranges for the provision of certain mandatory services, as well as (at the Resort Owner's option) certain non-mandatory services, relating to the resort's development and operation. In return, each Resort Owner agrees to operate the resort according to Hyatt's operating procedures and its brand, quality assurance and other standards and specifications. This includes complying with Hyatt's requirements relating to the central reservation system, global distribution systems and alternative distribution systems. In addition to the Hyatt franchise agreement, each Hyatt franchise Resort Owner enters into additional agreements with Hyatt pertaining to the development and operation of such new Hyatt All-Inclusive Resort Brand resort, including a trademark sublicense agreement, a World of Hyatt® guest loyalty program agreement, a chain marketing services agreement and a reservations agreement.

We continue to work with Hyatt to jointly improve all aspects of the brand system and standards for the Hyatt All-Inclusive Resort Brands. Hyatt owns the intellectual property rights relating to the Hyatt All-Inclusive Resort Brands, but we will have rights to use certain innovations that Hyatt and Playa jointly developed for the Hyatt All-Inclusive Resort Brands.

### **The Hyatt Strategic Alliance Agreement**

We have entered into the Hyatt Strategic Alliance Agreement, as amended by the First Amendment to the Hyatt Strategic Alliance Agreement (with "Hyatt Strategic Alliance Agreement") with Hyatt pursuant to which Playa and Hyatt have provided each other a right of first offer through December 31, 2021, with respect to any proposed offer or arrangement to acquire the rights to own and operating an all-inclusive resort at the level of quality and service consistent with the Hyatt All-Inclusive Resort Brands (a "Hyatt All-Inclusive Opportunity") in the Market Area. If Playa intends to accept a Hyatt All-Inclusive Opportunity, Playa must notify Hyatt of such Hyatt All-Inclusive Opportunity and Hyatt has 10 business days to notify Playa of its decision to either accept or reject this Hyatt All-Inclusive Opportunity. If Hyatt accepts the Hyatt All-Inclusive Opportunity, Playa must negotiate in good faith with Hyatt the terms of a franchise agreement and related documents with respect to such property, provided that Playa acquires such property on terms acceptable to Playa within 60 days of offering such opportunity to Hyatt. If Hyatt intends to accept a Hyatt All-Inclusive Opportunity, Hyatt must notify Playa and Playa has to notify Hyatt within 10 business days of its decision to either accept or reject this Hyatt All-Inclusive Opportunity. If Playa accepts the Hyatt All-Inclusive Opportunity, Hyatt must negotiate in good faith with Playa the terms of a management agreement and other documents under which Playa would manage such Hyatt All-Inclusive Resort Brand resort (subject to a franchise agreement between Hyatt and the affiliate of Hyatt that would own such property), provided that Hyatt acquires such property on terms acceptable to it within 60 days of offering such opportunity to Playa. If Playa or Hyatt fails to notify each other of its decision or declines its right of first offer within the aforementioned 10 business day period, or if Playa or Hyatt

determine after good-faith discussions that we cannot reach mutual acceptance of terms under which the development property would be licensed as a Hyatt Ziva or Hyatt Zilara hotel, such right of first offer will expire and Playa or Hyatt will be able to acquire, develop and operate the property related to such Hyatt All-Inclusive Opportunity free of any restrictions. In addition, if either party is approached by a third party with respect to the management or franchising, as applicable, of an all-inclusive resort in the Market Area, and such third party has not identified a manager or franchisor, as applicable, for the resort, the parties will notify each other and provide an introduction to the third party for the purposes of negotiating a management agreement or franchise agreement, in the case of Hyatt.

### **The Hilton Strategic Alliance Agreement**

We have entered into a Strategic Alliance Agreement with Hilton pursuant to which Hilton has granted to Playa, a right of first offer in the event that Hilton receives a letter of intent from a third party to franchise or manage a hotel under the Hilton all-inclusive Resort brand (the “Hilton Brand”), within certain countries located in the Caribbean (the “Caribbean Target Markets”) and Mexico, and certain countries in Central and South America (the “Mexico, Central and South America Target Markets” and collectively with the Caribbean Target Markets, the “Target Markets”) (collectively, the “Area of Exclusivity”). Upon receipt of any such third-party offer, Hilton shall notify Playa and we will have a period of 150 days from the date of such notice, to submit an application to Hilton to franchise a hotel in such country under the Hilton Brand. If we choose to submit a franchise application to Hilton, then we agree not to propose, negotiate, hold discussions or enter into any agreement with a third party to operate, or authorize the operating of a non-Hilton brand hotel in the country under consideration, until such time as Hilton has approved or denied our franchise application or we have informed Hilton of our desire not to pursue an application for franchise. In order to maintain our right of first offer in the Area of Exclusivity, we have agreed to open a total of eight additional Hilton Brand resorts, consisting of at least four hotels in the Caribbean Target Market (the “Caribbean Development Obligation”) and at least four hotels within the Mexico, Central and South America Target Market (the “Mexico, Central and South America Development Obligation”), under the Hilton Brand, no later than December 31, 2024 (provided that the last hotel in each market may open in 2025). In each case, the number of rooms in any proposed hotel must exceed 350. Additionally, we have agreed to certain development milestones (“Development Milestones”) in each of the Target Markets, including opening one hotel under the Hilton Brand during each calendar year commencing 2021. In November 2018, by virtue of Playa converting THE Royal Playa del Carmen to the Hilton Playa del Carmen All-Inclusive Resort and the Dreams La Romana to the Hilton La Romana All-Inclusive Family Resort and the Hilton La Romana All-Inclusive Adult Resort, we successfully satisfied our Development Milestones through 2021 in each of the Target Markets.

### **Playa's Hilton Franchise Agreements**

In connection with our strategic alliance with Hilton, we have entered into franchise agreements with Hilton pursuant to which Hilton has granted to each of Playa and any third-party owner for whom Playa serves as hotel operator the right to operate such hotels under the Hilton Brand. These franchise agreements have an initial term of 15 years, unless sooner terminated in accordance with their terms. The franchise agreements also contain customary terms with respect to how we market and operate the hotel under the Hilton Brand and impose a number of requirements including, among others, that we comply with Hilton’s standards in connection with the design, construction, refurbishing and operating of our Hilton branded hotels.

### **AMResorts Management Agreements**

Four of our resorts (Dreams Puerto Aventuras, Secrets Capri, Dreams Punta Cana and Dreams Palm Beach) are operated by AMResorts pursuant to management agreements that contain customary terms and conditions, including those related to fees, termination conditions, capital expenditures, transfers of control of parties or transfers of ownership to competitors, sales of the hotels and non-competition and non-solicitation. These agreements are scheduled to expire in 2022. We pay AMResorts and its affiliates, as operators of these resorts, base management fees and incentive management fees. In addition, we reimburse the operators for some of the costs they incur in the provision of certain centralized services. We may also choose to opportunistically sell one or more of these resorts and redeploy the proceeds from any such sales, subject to certain restrictions under our Senior Secured Credit Facility (as defined below).

## **The Panama Jack Agreement**

We entered into a master development agreement (the “Panama Jack Agreement”) with Panama Jack in 2017. Pursuant to the Panama Jack Agreement, Panama Jack has granted us, subject to our compliance with certain development milestones, the exclusive right to develop and own and/or to manage resorts under the Panama Jack brand (the “Panama Jack Resorts”) in Antigua, Aruba, the Bahamas, Barbados, Costa Rica, the Dominican Republic, Jamaica, Mexico, Panama, St. Lucia and, subject to the lifting of various U.S. sanctions, Cuba. In addition, if Playa wishes to participate in any project to develop, convert or operate any resorts in the aforementioned countries that we believe in good faith and reasonable judgment are suitable for branding or conversion as a Panama Jack Resort, we will submit an application to Panama Jack to operate such resort as a Panama Jack Resort pursuant to the terms of the Panama Jack Agreement. Panama Jack may, in its commercially reasonable discretion, decide to approve or reject our application to operate a Panama Jack Resort. If Panama Jack approves our application, each such approved resort will be subject to a separate license agreement with Panama Jack. The Panama Jack Agreement has a 10 year term expiring in 2026, subject to either party's right to terminate in certain circumstances.

## **Vacation Package Distribution Channels and Sales and Reservations**

Our experienced sales and marketing team uses a strategic sales and marketing program across a variety of distribution channels through which our all-inclusive vacation packages are sold. Key components of this sales and marketing program include:

- Targeting the primary tour operators and the wholesale market for transient business with a scalable program that supports shoulder and lower rate seasons while seeking to maximize revenue during high season, which also includes:
  - Engaging in cooperative marketing programs with leading travel industry participants;
  - Participating in travel agent tour operator promotional campaigns; and
  - Utilizing online travel leaders, such as Expedia and Booking.com, to supplement sales during shoulder and lower rate seasons;
- Developing programs aimed at targeting consumers directly through:
  - Our company and resort websites;
  - The Hyatt website and toll free reservation telephone numbers;
  - The World of Hyatt® guest loyalty program;
  - The Hilton website and toll free reservation system;
  - The Hilton Honors guest loyalty program; and
  - Our toll free reservation system that provides a comprehensive view of inventory in real time, based on demand;
- Targeting group and incentive markets to seek and grow a strong base of corporate and event business;
- Highlighting destination wedding and honeymoon programs;
- Participating in key industry trade shows targeted to the travel agent and wholesale market;
- Engaging in online and social media, including:
  - Search engine optimization;
  - Targeted online and bounce-back advertising;
  - Social media presence via sites such as Facebook, Twitter, Instagram and Pinterest; and
  - Flash sales and special offers for high need periods;
- Monitoring and managing TripAdvisor and other similar consumer sites; and
- Activating a targeted public relations plan to generate media attention-both traditional and new media including travel bloggers who focus on vacation travel to Mexico and the Caribbean.

We also seek luxury transient business to provide high rate business during peak seasons, such as winter and spring holidays, while “bargain hunters” can be targeted through social media for last minute high need periods. This multi-pronged strategy is designed to increase Net Package RevPAR (as defined in Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*) as well as generate strong Occupancy through all of the resort seasons.

## **Insurance**

Our resorts carry what we believe are appropriate levels of insurance coverage for a business operating in the lodging industry in Mexico, the Dominican Republic and Jamaica. This insurance includes coverage for general liability, property, workers' compensation and other risks with respect to our business and business interruption coverage.

This general liability insurance provides coverage for any claim, including terrorism and hurricane damage, resulting from our operations, goods and services and vehicles. We believe these insurance policies are adequate for foreseeable losses and on terms and conditions that are reasonable and customary with solvent insurance carriers.

## **Competition**

We face intense competition for guests from other participants in the all-inclusive segment of the lodging industry and, to a lesser extent, from traditional hotels and resorts that are not all-inclusive. The all-inclusive segment remains a relatively small part of the broadly defined global vacation market that has historically been dominated by hotels and resorts that are not all-inclusive. Our principal competitors include other operators of all-inclusive resorts and resort companies, such as Barceló Hotels & Resorts, RIU Hotels & Resorts, IBEROSTAR Hotels & Resorts, Karisma Hotels & Resorts, AMResorts, Meliá Hotels International, Excellence Resorts and Palace Resorts, as well as some smaller, independent and local owners and operators. We compete for guests based primarily on brand name recognition and reputation, location, guest satisfaction, room rates, quality of service, amenities and quality of accommodations.

In addition, we also compete for guests based on the ability of hotel loyalty program members to earn and redeem loyalty program points at our Hyatt and Hilton all-inclusive resorts. We believe that our strategic relationship with Hyatt and Hilton, two globally recognized hotel brand leaders, provides us with a significant competitive advantage.

## **Seasonality**

The seasonality of the lodging industry and the location of our resorts in Mexico and the Caribbean generally result in the greatest demand for our resorts between mid-December and April of each year, yielding higher occupancy levels and package rates during this period. This seasonality in demand has resulted in predictable fluctuations in revenue, results of operations and liquidity, which are consistently higher during the first quarter of each year than in successive quarters.

## **Cyclical**

The lodging industry is highly cyclical in nature. Fluctuations in operating performance are caused largely by general economic and local market conditions, which subsequently affect levels of business and leisure travel. In addition to general economic conditions, new hotel and resort room supply is an important factor that can affect the lodging industry's performance, and over-building has the potential to further exacerbate the negative impact of an economic recession. Room rates and Occupancy, and thus Net Package RevPAR (as defined in Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*), tend to increase when demand growth exceeds supply growth. A decline in lodging demand, or increase in lodging supply, could result in returns that are substantially below expectations, or result in losses, which could have a material adverse effect on our business, financial condition, liquidity and results of operations. Further, many of the costs of running a resort are fixed rather than variable. As a result, in an environment of declining revenues the rate of decline in earnings is likely to be higher than the rate of decline in revenues.

## **Intellectual Property**

We own or have rights to use the trademarks, service marks or trade names that we use or will use in conjunction with the operation of our business, including certain of Hyatt's and Hilton's intellectual property under the Hyatt Resort Agreements and our franchise agreements with Hilton. We also have rights to certain of Panama Jack's intellectual property under the Panama Jack Agreement and related agreements. In the highly competitive lodging industry in which we operate, trademarks, service marks, trade names and logos are very important to the success of our business.

## **Corporate Information**

Playa Hotels & Resorts N.V. was organized as a public limited company (naamloze vennootschap) under the laws of the Netherlands in December 2016. Our registered office in the Netherlands is located at Prins Bernhardplein 200, 1097 JB Amsterdam. Our telephone number at that address is +31 20 571 12 02. We maintain a website at [www.playaresorts.com](http://www.playaresorts.com), which includes additional contact information. All reports that we have filed with the Securities and Exchange Commission (the "SEC") including this Annual

Report on Form 10-K and our current reports on Form 8-K, can be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov) or through our website.

## **Employees**

As of December 31, 2019, we directly and indirectly employed approximately 12,000 employees worldwide at our corporate offices and on-site at our resorts.

### **Item 1A. Risk Factors.**

*The following discussion concerns some of the risks associated with our business and should be considered carefully. These risks are interrelated and you should treat them as a whole. Additional risks and uncertainties not presently known to us may also materially and adversely affect our business operations, the value of our ordinary shares and our ability to pay dividends to our shareholders. In connection with the forward-looking statements that appear in this Annual Report on Form 10-K, in these risk factors and elsewhere, you should carefully review the section entitled "Forward-Looking Statements."*

#### **Risks Related to Our Business**

***General economic uncertainty and weak demand in the lodging industry could have a material adverse effect on us.***

Our business strategy depends significantly on demand for vacations generally and, more specifically, on demand for all-inclusive vacation packages. Weak economic conditions and other factors beyond our control, including high levels of unemployment and underemployment, in North America, especially the United States and Mexico, Europe and Asia could reduce the level of discretionary income or consumer confidence in the countries from which we source our guests and have a negative impact on the lodging industry. We cannot provide any assurances that demand for all-inclusive vacation packages will remain consistent with or increase from current levels. Furthermore, our business is focused primarily on, and our acquisition strategy targets the acquisition of resorts in, the all-inclusive segment of the lodging industry (and properties that we believe can be converted into all-inclusive resorts in a manner consistent with our business strategy). This concentration exposes us to the risk of economic downturns in the lodging industry broadly and, more specifically, in the leisure dominated all-inclusive segment of the lodging industry. As a result of the foregoing, we could experience a prolonged period of decreased demand and price discounting in our markets, which would negatively affect our revenues and could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

***Terrorist acts, armed conflict, civil unrest, criminal activity and threats thereof, and other international events impacting the security of travel or the perception of security of travel could adversely affect the demand for travel generally and demand for vacation packages at our resorts, which could have a material adverse effect on us.***

Past acts of terrorism have had an adverse effect on tourism, travel and the availability of air service and other forms of transportation. The threat or possibility of future terrorist acts, an outbreak, escalation and/or continuation of hostilities or armed conflict abroad, civil unrest or the possibility thereof, the issuance of travel advisories by sovereign governments, and other geo-political uncertainties have had and may have an adverse impact on the demand for vacation packages and consequently the pricing for vacation packages. Decreases in demand and reduced pricing in response to such decreased demand would adversely affect our business by reducing our profitability.

Nine of the 23 resorts in our portfolio are located in Mexico, and Mexico has experienced criminal violence for years, primarily due to the activities of drug cartels and related organized crime. These activities and the possible escalation of violence or other safety concerns, including food and beverage safety concerns, associated with them in regions where our resorts are located, or an increase in the perception among our prospective guests of an escalation of such violence or safety concerns, could instill and perpetuate fear among prospective guests and may lead to a loss in business at our resorts in Mexico because these guests may choose to vacation elsewhere or not at all. In addition, increases in violence, crime or civil unrest or other safety concerns in the Dominican Republic, Jamaica, or any other location where we may own a resort in the future, may also lead to decreased demand for our resorts and negatively affect our business, financial condition, liquidity, results of operations and prospects.

***High levels of Sargassum seaweed may dissuade tourists from visiting the markets our resorts are located in and cost us money to remove.***

Many of our resorts are beach-front properties that have been exposed to elevated levels of Sargassum seaweed. In recent years, the amount of Sargassum that has washed up onshore in various geographies has increased. If not removed promptly, the seaweed can overrun the beach, making it difficult to swim in the water and generating a foul odor if it is allowed to rot. The heightened level of



Sargassum in recent years has led to negative media coverage and increased awareness of the potential problem and has required additional operating expenses to remove. Although we do our best to remove the seaweed and prevent the build-up, the exact cause of overgrowth is unknown.

***We are exposed to significant risks related to the geographic concentration of our resorts, including weather-related emergencies such as hurricanes, which could have a material adverse effect on us.***

Our resorts are concentrated in Mexico (accounted for 52.9% of our Total Net Revenue as defined in Item 7), Jamaica (31.9% of our Total Net Revenue) and the Dominican Republic (15.0% of our Total Net Revenue) for the year ended December 31, 2019. In addition to the matters referred to in the preceding risk factor, damage to these resorts or a disruption of their operations or a reduction of travel to them due to a hurricane or other weather-related or other emergency could reduce their revenue, which could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects. We cannot assure you that any property or business interruption insurance will adequately address all losses, liabilities and damages. In addition, all of our resorts are located on beach front properties and are particularly susceptible to weather-related emergencies, such as hurricanes, or other marine environmental hazards, such as flooding, pollution or algae blooms.

***The all-inclusive model may not be desirable to prospective guests in the luxury segment of the resort market, which could have a material adverse effect on us.***

Our portfolio is composed predominantly of luxury all-inclusive resorts. The all-inclusive resort market has not traditionally been associated with the high-end and luxury segments of the lodging industry and there is a risk that our target guests, many of whom have not experienced an all-inclusive model, will not find the all-inclusive model appealing. A failure to attract our target guests could result in decreased revenue from our portfolio and could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

***Our relationship with Hyatt may deteriorate and disputes between Hyatt and us may arise. The Hyatt relationship is important to our business and, if it deteriorates, the value of our portfolio could decline significantly, and it could have a material adverse effect on us.***

We are the only operator of resorts operating under the Hyatt All-Inclusive Resort Brands. However, except for the Hyatt franchise agreements, we have no contractual right to operate any resort in our current or future portfolio under the Hyatt All-Inclusive Resort Brands or any other Hyatt-sponsored brands. In addition, in the future, Hyatt, in its sole discretion and subject to its obligations under the Hyatt Strategic Alliance Agreement in the Market Area, may designate other third parties as authorized operators of resorts, or Hyatt may decide to directly operate resorts, under the Hyatt All-Inclusive Resort Brands or any other Hyatt brand, whether owned by third parties or Hyatt itself.

Also, and as described elsewhere in this annual report, subject to its obligations under the Hyatt Strategic Alliance Agreement, Hyatt is free to develop or license other all-inclusive resorts in the Market Area, even under the Hyatt All-Inclusive Resort Brands. Additionally, outside of the Market Area, Hyatt is free to develop or license other all-inclusive resorts under the Hyatt All-Inclusive Resort Brands and other Hyatt brands at any time.

Under the terms of our Hyatt Resort Agreements, we are required to meet specified operating standards and other terms and conditions. We expect that Hyatt will periodically inspect our resorts that carry a Hyatt All-Inclusive Resort Brand to ensure that we follow Hyatt's standards. If we fail to maintain brand standards at one or more of our Hyatt All-Inclusive Resort Brand resorts, or otherwise fail to comply with the terms and conditions of the Hyatt Resort Agreements, then Hyatt could terminate the agreements related to those resorts and potentially all of our Hyatt resorts. Under the terms of the Hyatt franchise agreements, if, among other triggers, (i) the Hyatt franchise agreements for a certain number of Hyatt All-Inclusive Resort Brand resorts are terminated or (ii) certain persons acquire our ordinary shares in excess of a specified percentage and certain mechanisms in our Articles of Association fail to operate to reduce such percentage within 30 days, Hyatt has the right to terminate the Hyatt franchise agreements for all (but not less than all) of our resorts. In that situation, we would be subject to liquidated damage payments to Hyatt, even for those resorts that are in compliance with their Hyatt franchise agreements. If one or more Hyatt franchise agreements is terminated, the underlying value and performance of our related resort(s) could decline significantly from the loss of associated name recognition, participation in the World of Hyatt® guest loyalty program, Hyatt's reservation system and website, and access to Hyatt group sales business, as well as from the costs of "rebranding" such resorts and the payment of liquidated damages to Hyatt.

Hyatt may, in its discretion and subject to its obligations under the Hyatt Strategic Alliance Agreement, decline to enter into Hyatt franchise agreements for other all-inclusive resort opportunities that we bring to Hyatt, whether we own the properties or manage them for third-party owners.

If any of the foregoing were to occur, it could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects and the market price of our ordinary shares, and could divert the attention of our senior management from other important activities.

***Our right of first offer in the Hyatt Strategic Alliance Agreement will expire on December 31, 2021 and certain provisions of our Hyatt franchise agreements impose certain restrictions on us, and such agreements are terminable under certain circumstances, any of which could have a material adverse effect on us.***

Pursuant to the Hyatt Strategic Alliance Agreement, which will expire on December 31, 2021, we and Hyatt will provide each other the right of first offer with respect to any Hyatt All-Inclusive Opportunity in the Market Area and the right to receive an introduction to any third party with respect to any management opportunity for us or franchising opportunity for Hyatt, in each case, in the Market Area. However, such right of first offer for Hyatt All-Inclusive Opportunities is conditioned on the originating party's acquisition of the related property within 60 days of its offer to the receiving party. Accordingly, if, for example, Hyatt determines to acquire such property subsequent to the expiration of the aforementioned 60 day period, it would be free to do so without any obligations to Playa in respect of such property.

Subject to its obligations under the Hyatt Strategic Alliance Agreement, Hyatt is free to develop or license other all-inclusive resorts in the Market Area, even under the Hyatt All-Inclusive Resort Brands. Additionally, outside of the Market Area, Hyatt is free to develop or license other all-inclusive resorts under the Hyatt All-Inclusive Resort Brands and other Hyatt brands at any time. Similarly, subject to our obligations under the Hyatt Strategic Alliance Agreement and the Hyatt Resorts Agreements, we will be allowed to operate any all-inclusive resort under any brand, such as Hilton and Panama Jack, provided that we implement strict informational and operational barriers, including marketing, management, development and strategic planning, between our operations with respect to our operations of such other hotel and our operations with respect to the Hyatt All-Inclusive Resort Brands.

If we do not comply with our obligations to implement these strict informational and operations barriers under the Hyatt franchise agreements, Hyatt may terminate all (but not less than all) of its franchise agreements with us by providing the notice specified in the franchise agreement to us, and we will be subject to liquidated damage payments to Hyatt. As a result, such violations could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

***The success of eight of our resorts will depend substantially on the success of the Hyatt All-Inclusive Resort Brands, which exposes us to risks associated with concentrating a significant portion of our portfolio in a family of two recently developed related brands. There is a risk that we and Hyatt may not succeed in marketing the Hyatt All-Inclusive Resort Brands and that we may not receive the anticipated return on the investment incurred in connection with rebranding the eight resorts under the Hyatt All-Inclusive Resort Brands, which could have a material adverse effect on us.***

Eight of the resorts in our portfolio bear the name of one or both of the Hyatt All-Inclusive Resort Brands. As a result of this concentration, our success will depend, in part, on the continued success of these recently developed brands. We believe that building brand value is critical to increase demand and build guest loyalty. Consequently, if market recognition or the positive perception of Hyatt and its brands is reduced or compromised, the goodwill associated with Hyatt All-Inclusive Resort Brand resorts in our portfolio would likely be adversely affected. Under the Hyatt Resort Agreements, Hyatt provides (or causes to be provided) various marketing services to the relevant resorts, and we may conduct local and regional marketing, advertising and promotional programs, subject to compliance with Hyatt's requirements. We cannot assure you that we and Hyatt will be successful in our marketing efforts to grow either Hyatt All-Inclusive Resort Brand. Additionally, we are not permitted under the Hyatt franchise agreements to change the brands of our resorts operating under the Hyatt All-Inclusive Resort Brands for 15 years (plus any additional years pursuant to Hyatt's renewal options) after the opening of the relevant resorts as Hyatt All-Inclusive Resort Brand resorts, even if the brands are not successful. As a result, we could be materially and adversely affected if these brands do not succeed.

***We have agreed to indemnify Hyatt for losses related to a broad range of matters and if we are required to make payments to Hyatt pursuant to these obligations, our business, financial condition, liquidity, results of operations and prospects may be materially and adversely affected.***

Pursuant to the subscription agreement entered into between Hyatt and us in connection with our Predecessor's formation transactions, we have agreed to indemnify Hyatt for any breaches of our representations, warranties and agreements in the subscription agreement, generally subject to (i) a deductible of \$10 million and (ii) a cap of \$50 million (other than for breaches of certain representations, for which indemnification is capped at \$325 million). In addition, we have agreed to indemnify Hyatt for certain potential losses relating to the lack of operating licenses, noncompliance with certain environmental regulations, tax deficiencies and other matters. The representations and warranties we made and our related indemnification obligations survive for varying periods of time from the closing date of our Predecessor's formation transactions in 2013 (some of which have already elapsed) and some survive indefinitely. If we are required to make future payments to Hyatt pursuant to these obligations, however, our business, financial condition, liquidity, results of operations and prospects could be materially and adversely affected.

***Our relationship with Hilton may deteriorate and disputes between Hilton and us may arise. The Hilton relationship is important to our business and, if it deteriorates, the value of our portfolio could decline significantly, and it could have a material adverse effect on us.***

We have a right of first offer to franchise or manage a new Hilton all-inclusive resort under the Hilton Brand in the Target Markets through August 7, 2023. However, except for the Hilton franchise agreements, we have no contractual right to operate any resort in our current or future portfolio under the Hilton Brand or any other Hilton-sponsored brands. In addition, in the future, Hilton, in its sole discretion and subject to its obligations under the Hilton Strategic Alliance Agreement in the Target Markets, may designate other third parties as authorized operators of resorts, or Hilton may decide to directly operate resorts, under the Hilton Brand or any other Hilton-sponsored brand, whether owned by third parties or Hilton itself.

Also, subject to its obligations under the Hilton Strategic Alliance Agreement, including its obligation to give us a right of first offer to franchise or manage new resorts under the Hilton Brand in the Target Markets, Hilton is free to develop or license other all-inclusive resorts in the Target Markets, even under the Hilton Brand. Additionally, outside of the Target Markets, Hilton is free to develop or license other all-inclusive resorts under the Hilton Brand and other Hilton-sponsored brands at any time.

Under the terms of our Hilton Strategic Alliance Agreement and the Hilton franchise agreements, we are required to meet specified operating standards and other terms and conditions. We expect that Hilton will periodically inspect our resorts that carry the Hilton Brand and ensure that we follow Hilton's standards. If we fail to maintain brand standards at one of our resorts that carry the Hilton Brand, or otherwise fail to comply with the terms and conditions of the Hilton franchise agreement, then Hilton could terminate the franchise agreements related to that resort. If one or more Hilton franchise agreements are terminated, the underlying value and performance of our related resort(s) could decline significantly from the loss of associated name recognition, participation in the Hilton Honors guest loyalty program, Hilton's reservation system and website, and access to Hilton group sales business, as well as from the costs of "rebranding" such resorts and the payment of liquidated damages to Hilton.

Hilton may, in its discretion and subject to its obligations under the Hilton Strategic Alliance Agreement, decline to enter into Hilton franchise agreements for other all-inclusive resort opportunities that we bring to Hilton, even resorts under the Hilton Brand, whether we own the properties or manage them for third-party owners.

If any of the foregoing were to occur, it could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects and the market price of our ordinary shares, and could divert the attention of our senior management from other important activities.

***Our right of first offer in the Hilton Strategic Alliance Agreement will expire on August 7, 2023, and could be terminated earlier by Hilton if we fail to meet certain development milestones, and certain provisions of our Hilton Strategic Alliance Agreement impose certain restrictions on us, any of which could have a material adverse effect on us.***

Pursuant to the Hilton Strategic Alliance Agreement, which will expire on August 7, 2023, we have the right of first offer to franchise or manage hotels under the Hilton Brand in the Target Markets, subject to certain conditions set forth in the Hilton Strategic Alliance Agreement. If we do not submit an application to franchise such new hotel within the 150-day time period specified in the Hilton Strategic Alliance Agreement, our right of first offer with respect to that particular property will expire. Our application to franchise such hotel remains subject to Hilton's normal franchise criteria, so there is no guarantee that Hilton will accept our franchise application. In addition, during the 150-day period for which our right of first offer remains open for any particular property until the time when Hilton approves or denies our franchise application or our written confirmation to Hilton that we do not intend to submit a franchise application, we may not propose to, negotiate, hold discussions or enter into any agreement with any third party to operate, or authorize the operating of, any independent or non-Brand resorts in the country under consideration. It could take us some time to evaluate a particular opportunity before submitting a franchise application and Hilton would also need time to review and process our franchise application; therefore, this restriction may delay or hinder our ability to pursue other opportunities with non-Hilton brands during this period of time.

Our right of first offer with respect to resorts under the Hilton Brand is also subject to our obligation to open a minimum number of hotels under the Hilton Brand in each Target Market and our achievement of certain development milestones on a year-by-year basis in each Target Market. Pursuant to the terms of the Hilton Strategic Alliance Agreement, if we do not open a total of eight additional Brand resorts by December 31, 2024 (provided that the last hotel in each Target Market may open in 2025), consisting of at least four resorts in the Caribbean Target Market and at least four resorts within the Mexico, Central and South America Target Market, in each case under the Hilton Brand and having at least 350 guest rooms, Hilton will have the right to terminate the Strategic Alliance Agreement and our right of first offer in the Target Market in which we do not achieve such development obligation may also be terminated by Hilton. In addition, we have agreed to the Development Milestones, and if we do not open one Brand hotel in each of the Target Markets during each calendar year beginning 2021 and ending 2025, then Hilton will have the right to terminate the Strategic Alliance Agreement and our right of first offer in the Target Market in which we do not achieve such Development



Milestones may also be terminated by Hilton. Our inability to meet the Development Milestones and Hilton's potential termination of the Strategic Alliance Agreement could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

***We are required to obtain Hilton's consent to issue equity securities under certain circumstances or undergo change of control transactions, which could impede our ability to seek certain strategic opportunities and could have a material adverse effect on us.***

Under the terms of the Hilton Strategic Alliance Agreement, Hilton has the right to terminate the Strategic Alliance Agreement if we permit the transfer of any equity interests in Playa (other than equity securities listed on a securities exchange or quoted in a publication or electronic reporting service maintained by the National Association of Securities Dealers, Inc. or comparable organization) without the prior written consent of Hilton. This restriction on our ability to issue securities could hinder our ability to, among other things, acquire properties through the issuance of securities in an offering exempt from registration, as we did in the Sagicor transaction, without jeopardizing our strategic relationship with Hilton, which could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

Under the terms of the Hilton franchise agreements, we are obligated to undergo certain consent and/or review procedures, including providing Hilton with at least sixty days' advance written notice and providing Hilton with certain applicable information, before we are permitted to (i) effect the transfer of more than 50% of our equity securities, (ii) undergo a change of control, or (iii) issue securities in a public or private offering that refers to Hilton or the Hilton franchise agreements in the offering materials. If we do not comply with these informational and consent requirements, Hilton has the right to terminate the franchise agreements immediately, without any opportunity for us to cure such breach, and we would be liable to Hilton for liquidated damages. The termination by Hilton of the franchise agreements and our payment of liquidated damages to Hilton could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

***The success of three of our current resorts, as well as the eight Hilton Brand resorts that we have committed to open under the Strategic Alliance Agreement, will depend substantially on the success of the recently developed Brand. There is a risk that we and Hilton may not succeed in marketing the Hilton Brand and that we may not receive the anticipated return on the investment incurred in connection with development or rebranding of our resorts under the Hilton Brand, which could have a material adverse effect on us.***

Three of the resorts in our current portfolio bear the name of the Hilton Brand, and we have committed under the Hilton Strategic Alliance Agreement to add an additional eight Hilton Brand resorts before 2025. As a result of this concentration, our success will depend, in part, on the continued success of this recently developed brand. We believe that building brand value is critical to increase demand and build guest loyalty. Consequently, if market recognition or the positive perception of Hilton and its current or potential brands is reduced or compromised, the goodwill associated with the resorts in our portfolio under the Hilton Brand would likely be adversely affected. Under the Hilton franchise agreements, Hilton provides various marketing services to the relevant resorts, and we are obligated to conduct local and regional marketing, advertising and promotional programs, subject to compliance with Hilton's requirements. We cannot assure you that we and Hilton will be successful in our marketing efforts to grow the Hilton Brand. Additionally, we are not permitted under the Hilton franchise agreements to change the brands of our resorts operating under the Hilton Brand for 15 years after the opening of the relevant resorts, even if the Hilton Brand is not successful. As a result, we could be materially and adversely affected if the Hilton Brand does not succeed.

***If we fail to maintain or enhance our proprietary resort brands or if we or our third-party owners fail to maintain other brand standards, our business, financial condition, liquidity, results of operations and prospects may be materially and adversely affected.***

In addition to the Hyatt All-Inclusive Resort Brands and the Hilton Brand, we own and manage resorts that use other brands, including proprietary brands. If we fail to maintain and enhance our proprietary resort brands, demand for these resorts will suffer. We cannot assure you that we will be successful in marketing such brands. With respect to resorts we own or manage for third parties that use other brands, we and such third parties will have to comply with applicable brand standards. These standards will require resort maintenance and improvements, including investments in furniture, fixtures, amenities and personnel. If we or our third-party property owners fail to maintain brand standards, or otherwise fail to comply with the terms and conditions of agreements with brand owners, then our ability and the ability of our third-party owners to use these brands may be terminated, which could cause our business, financial condition, liquidity, results of operations and prospects to be materially and adversely affected.

***Our industry is highly competitive, which may impact our ability to compete successfully with other hotel and resort brands and operators for guests, which could have a material adverse effect on us, including our operating margins, market share and financial results.***

We generally operate in markets that contain numerous competitors. Each of our resort brands compete with major chains in national and international venues and with independent companies in regional markets, including with recent entrants into the all-

inclusive segment of the lodging industry in the regions in which we operate. Our ability to remain competitive and to attract and retain guests depends on our success in establishing and distinguishing the recognition and reputation of our brands, our locations, our guest satisfaction, our room rates, quality of service, amenities and quality of accommodations and our overall value from offerings by others. If we are unable to compete successfully in these countries, it could have a material adverse effect on us, including our operating margins, market share and financial results.

***New brands, such as Panama Jack Resorts, amenities or services that we launch in the future may not be successful, which could have a material adverse effect on our business, financial condition, liquidity and results of operations.***

We cannot assure you that any new brands, such as the Panama Jack brand, amenities or services we launch will be successful, or that we will recover the costs we incurred in developing the brands, amenities and services. If new brands, amenities and services are not as successful as we anticipate, it could have a material adverse effect on our business, financial condition, liquidity and results of operations.

***We are exposed to fluctuations in currency exchange rates, including fluctuations in (a) the value of the local currencies, in which we incur our costs at each resort, relative to the U.S. dollar, in which the revenue from each of our resorts is generally denominated, (b) the currency of our prospective guests, who may have a reduced ability to pay for travel to our resorts, relative to their ability to pay to travel to destinations with more attractive exchange rates, and (c) the value of local currencies relative to the U.S. dollar, which could impact our ability to meet our U.S. dollar-denominated obligations, including our debt service payments, any of which could have a material adverse effect on us.***

The majority of our operating expenses are incurred locally at our resorts and are denominated in Mexican Pesos, the Dominican Peso or the Jamaican dollar. The net proceeds from our outstanding debt borrowings were received and are payable by our subsidiary Playa Resorts Holding B.V., in U.S. dollars and our functional reporting currency is U.S. dollars. An increase in the relative value of the local currencies, in which we incur our costs at each resort, relative to the U.S. dollar, in which our revenue from each resort is denominated, would adversely affect our results of operations for those resorts. Our current policy is not to hedge against changes in foreign exchange rates and we therefore may be adversely affected by appreciation in the value of other currencies against the U.S. dollar, or to prolonged periods of exchange rate volatility. These fluctuations may negatively impact our financial condition, liquidity and results of operations to the extent we are unable to adjust our pricing accordingly.

Additionally, in the event that the U.S. dollar increases in value relative to the currency of the prospective guests living outside the United States, our prospective guests may have a reduced ability to pay for travel to our resorts and this may lead to lower Occupancy rates and revenue, which could have a material adverse effect on us, including our financial results. An increase in the value of the Mexican Peso, the Dominican Peso or the Jamaican dollar compared to the currencies of other potential destinations may disadvantage the tourism industry in Mexico, the Dominican Republic or Jamaica, respectively, and result in a corresponding decrease in the Occupancy rates and revenue of our resorts as consumers may choose destinations in countries with more attractive exchange rates. In the event that this appreciation occurs, it could lead to an increase in the rates we charge for rooms in our resorts, which could result in a decrease in Occupancy rates and revenue and, therefore, negatively impact our business, financial condition, liquidity, results of operations and prospects.

Furthermore, appreciation of local currencies relative to the U.S. dollar could make fulfillment of our and our subsidiaries' U.S. dollar denominated obligations, including Playa Resorts Holding B.V.'s debt service payments, more challenging and could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

***The departure of any of our key personnel, including Bruce D. Wardinski, Alexander Stadlin, Ryan Hymel, and Kevin Froemming, each of whom have significant experience and relationships in the lodging industry, could have a material adverse effect on us.***

We depend on the experience and relationships of our senior management team, especially Bruce D. Wardinski, our Chairman and Chief Executive Officer, Alexander Stadlin, our Chief Operating Officer, Ryan Hymel, our Chief Financial Officer, and Kevin Froemming, our Chief Commercial Officer, to manage our strategic business direction. The members of our senior management team have an average of 30 years of experience owning, operating, acquiring, repositioning, rebranding, renovating and financing hotel, resort and all-inclusive properties. In addition, our senior management team has developed an extensive network of industry, corporate and institutional relationships. We can provide no assurances that any of our key personnel identified above will continue their employment with us. In addition, as previously disclosed, it is expected that Mr. Stadlin will transition from his current role as Chief Operating Officer to a new role as advisor to the Chief Executive Officer at the end of 2020. The loss of services of any of Mr. Wardinski, Mr. Hymel, or Mr. Froemming or another member of our senior management team, the inability to find or integrate a suitable replacement for Mr. Stadlin, or any difficulty attracting and retaining other talented and experienced personnel could have a material adverse effect on us, including, among others, our ability to source potential investment opportunities, our relationship with global and national industry brands and other industry participants or the execution of our business strategy.

***We rely on a third party, AMResorts, to manage four of our resorts and we can provide no assurance that AMResorts will manage these resorts successfully or that AMResorts will not be subject to conflicts harmful to our interests.***

Pursuant to management agreements with AMResorts, four of our 23 resorts are managed by AMResorts. Absent payment by us of significant termination fees, until the expiration of the management agreements in 2022, we are not able to self-manage these resorts. We can provide no assurance that AMResorts will manage these resorts successfully.

Failure by AMResorts to fully perform the duties agreed to in the management agreements or the failure of AMResorts to adequately manage the risks associated with resort operations could materially and adversely affect us. We may have differences with AMResorts and other third-party service providers over their performance and compliance with the terms of the management agreements and other service agreements. In these cases, if we are unable to reach satisfactory results through discussions and negotiations, we may choose to litigate the dispute or submit the matter to third-party dispute resolution. In addition, AMResorts currently owns and/or manages and may in the future own and/or manage other resorts, including all-inclusive resorts in our markets that may compete with our resorts.

AMResorts and its affiliates may have interests that conflict with our interests, such as incentives to favor these other resorts over our resorts as a result of more favorable compensation arrangements or by ownership interests in these resorts.

***Our strategy to opportunistically acquire, develop and operate in new geographic markets may not be successful, which could have a material adverse effect on us, including our financial condition, liquidity, results of operations and prospects.***

In the future, we may acquire or develop and operate resorts in geographic markets in which our management has little or no operating experience and in which potential guests are not familiar with a particular brand with which the resort is affiliated or do not associate the geographic market as an all-inclusive resort destination. As a result, we may incur costs relating to the opening, operation and promotion of such resorts that are substantially greater than those incurred in other geographic areas, and such resorts may attract fewer guests than other resorts we may acquire. Consequently, demand at any resorts that we may acquire in unfamiliar markets may be lower than those at resorts that we currently operate or that we may acquire in our existing markets. Unanticipated expenses at and insufficient demand for resorts that we acquire in new geographic markets, therefore, could materially and adversely affect us, including our financial condition, liquidity, results of operations and prospects.

***Our resort development, acquisition, expansion, repositioning and rebranding projects will be subject to timing, budgeting and other risks, which could have a material adverse effect on us.***

We may develop, acquire, expand, reposition or rebrand resorts (such as the two resorts we have rebranded under the Panama Jack brand and the two resorts we have rebranded under the Hilton Brand) from time to time as suitable opportunities arise, taking into consideration general economic conditions. To the extent that we determine to develop, acquire, expand, reposition or rebrand resorts, we could be subject to risks associated with, among others:

- construction delays or cost overruns that may increase project costs;
- receipt of zoning, Occupancy and other required governmental permits and authorizations;
- strikes or other labor issues;
- development costs incurred for projects that are not pursued to completion;
- investment of substantial capital without, in the case of developed or repositioned resorts, immediate corresponding income;
- results that may not achieve our desired revenue or profit goals;
- acts of nature such as earthquakes, hurricanes, floods or fires that could adversely impact a resort;
- ability to raise capital, including construction or acquisition financing; and
- governmental restrictions on the nature or size of a project.

As a result of the foregoing, we cannot assure you that any development, acquisition, expansion, repositioning and rebranding project will be completed on time or within budget or if the ultimate rates of investment return are below the returns forecasted at the time the project was commenced. If we are unable to complete a project on time or within budget, the resort's projected operating results may be adversely affected, which could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

***Climate change may adversely affect our business, which could materially and adversely affect us.***

We may be adversely impacted by the consequences of climate change, such as changes in the frequency, duration and severity of extreme weather events and changes in precipitation and temperature, which may result in physical damage or a decrease in demand for our properties, all of which are located in coastal beachfront locations that are vulnerable to significant property damage from severe weather events, including hurricanes. Should the impact of climate change be material in nature, we could be materially and adversely affected, including our financial condition, liquidity and results of operations. In addition, changes in applicable legislation and regulation on climate change could result in increased capital expenditures to improve the energy efficiency of the properties in order to comply with such regulations. Actual or anticipated losses resulting from the consequences of climate change could also impact the cost or availability of insurance.

***Our insurance may not be adequate to cover our potential losses, liabilities and damages and we may not be able to secure insurance to cover all of our risks, which could have a material adverse effect on us.***

The business of owning and managing resorts is subject to a number of risks, hazards, adverse environmental conditions, labor disputes, changes in the regulatory environment and natural phenomena such as floods, hurricanes, earthquakes and earth movements. Such occurrences could result in damage or impairment to, or destruction of, our resorts, personal injury or death, environmental damage, business interruption, monetary losses and legal liability.

While insurance is not commonly available for all these risks, we maintain customary insurance against risks that we believe are typical and reasonably insurable in the lodging industry and in amounts that we believe to be reasonable but that contain limits, deductibles, exclusions and endorsements. However, we may decide not to insure against certain risks because of high premiums compared to the benefit offered by such insurance or for other reasons. In the event that costs or losses exceed our available insurance or additional liability is imposed on us for which we are not insured or are otherwise unable to seek reimbursement, we could be materially and adversely affected, including our financial results. We may not be able to continue to procure adequate insurance coverage at commercially reasonable rates in the future or at all, and some claims may not be paid. There can be no assurance that the coverage and amounts of our insurance will be sufficient for our needs.

***Labor shortages could restrict our ability to operate our properties or grow our business or result in increased labor costs that could adversely affect our results of operations and cash flows.***

Our success depends in large part on our ability to attract, retain, train, manage and engage skilled employees. As of December 31, 2019, we directly and indirectly employed approximately 12,000 employees worldwide at both our corporate offices and on-site at our resorts. If we are unable to attract, retain, train, manage, and engage skilled employees, our ability to manage and staff our resorts could be impaired, which could reduce guest satisfaction. Staffing shortages in places where our resorts are located also could hinder our ability to grow and expand our businesses. Because payroll costs are a major component of the operating expenses at our resorts, a shortage of skilled labor could also require higher wages that would increase labor costs, which could adversely affect our results of operations and cash flows.

***A significant number of our employees are unionized, and if labor negotiations or work stoppages were to disrupt our operations, it could have a material adverse effect on us.***

Approximately 39% of our full-time equivalent work force is unionized. As a result, we are required to negotiate the wages, salaries, benefits, staffing levels and other terms with many of our employees collectively and we are exposed to the risk of disruptions to our operations. Our results could be adversely affected if future labor negotiations were to disrupt our operations. If we were to experience labor unrest, strikes or other business interruptions in connection with labor negotiations or otherwise, or if we were unable to negotiate labor contracts on reasonable terms, we could be materially and adversely affected, including our results of operations. In addition, our ability to make adjustments to control compensation and benefits costs, rebalance our portfolio or otherwise adapt to changing business needs may be limited by the terms and duration of our collective bargaining agreements.

***Many of our guests rely on a combination of scheduled commercial airline services and tour operator services for passenger connections, and price increases or service changes by airlines or tour operators could have a material adverse effect on us, including reducing our Occupancy rates and revenue and, therefore, our liquidity and results of operations.***

Many of our guests depend on a combination of scheduled commercial airline services and tour operator services to transport them to airports near our resorts. Increases in the price of airfare, due to increases in fuel prices or other factors, would increase the overall vacation cost to our guests and may adversely affect demand for our vacation packages. Changes in commercial airline services or tour operator services as a result of strikes, weather or other events, or the lack of availability due to schedule changes or a high level of airline bookings, could have a material adverse effect on us, including our Occupancy rates and revenue and, therefore, our liquidity and results of operations.

***The ongoing need for capital expenditures at our resorts could have a material adverse effect on us, including our financial condition, liquidity and results of operations.***

Our resorts will have an ongoing need for renovations and other capital improvements, including replacements, from time to time, of furniture, fixtures and equipment. In addition, Hyatt and Hilton will require periodic capital improvements by us as a condition of maintaining the use of their brands. These capital improvements may give rise to the following risks:

- possible environmental liabilities;
- construction cost overruns and delays;
- the decline in revenues while rooms or restaurants are out of service due to capital improvement projects;
- a possible shortage of available cash to fund capital improvements and the related possibility that financing for these capital improvements may not be available to us on favorable terms, or at all;
- uncertainties as to market demand or a loss of market demand after capital improvements have begun;
- disputes with Hyatt and/or Hilton regarding compliance with the Hyatt Resort Agreements, the Hyatt Strategic Alliance Agreement and/or our agreements with Hilton; and
- bankruptcy or insolvency of a contracted party during a capital improvement project or other situation that renders them unable to complete their work.

The costs of all these capital improvements or any of the above noted factors could have a material adverse effect on us, including our financial condition, liquidity and results of operations.

***We have substantial debt outstanding currently and may incur additional debt in the future. The principal, premium, if any, and interest payment obligations of such debt may restrict our future operations and impair our ability to invest in our business.***

As of December 31, 2019, our total debt obligations were \$1,046.4 million (which represents the principal amounts outstanding under our term loan (the “Term Loan”) and revolving credit facility (the “Revolving Credit Facility,” and, collectively with the Term Loan, the “Senior Secured Credit Facility”), excluding a \$2.2 million issuance discount and \$3.6 million of unamortized debt issuance costs on our Term Loan. In addition, the terms of the Senior Secured Credit Facility will permit us to incur additional indebtedness, subject to our ability to meet certain borrowing conditions.

Our substantial debt may have important consequences to you. For instance, it could:

- make it more difficult for us to satisfy our financial obligations;
- require us to dedicate a substantial portion of any cash flow from operations to the payment of interest and principal due under our debt, which would reduce funds available for other business purposes, including capital expenditures and acquisitions;
- place us at a competitive disadvantage compared to some of our competitors that may have less debt and better access to capital resources;
- limit our ability to respond to changing business, industry and economic conditions and to withstand competitive pressures, which may adversely affect our operations;
- cause us to incur higher interest expense in the event of increases in interest rates on our borrowings that have variable interest rates or in the event of refinancing existing debt at higher interest rates;
- limit our ability to make investments or acquisitions, dispose of assets, pay cash dividends or redeem or repurchase shares; and/or
- limit our ability to refinance existing debt or to obtain additional financing required to fund working capital and other business needs, including capital requirements and acquisitions.

Our ability to service our significant financial obligations depends on our ability to generate significant cash flow from operations, which is partially subject to general economic, financial, competitive, legislative, regulatory and other factors beyond our control, and we cannot assure you that our business will generate cash flow from operations, that future borrowings will be available to us under the Revolving Credit Facility, or that we will be able to complete any necessary financings or refinancings, in amounts sufficient to enable us to fund our operations, engage in acquisitions, capital improvements or other development activities, pay our debts and other obligations and fund our other liquidity needs. If we are not able to generate sufficient cash flow from operations, we may need to refinance or restructure our debt, sell assets, reduce or delay capital investments, or seek to raise additional capital. Additional debt or equity financing may not be available in sufficient amounts, at times or on terms acceptable to us, or at all, and any

additional debt financing we do obtain may significantly increase our leverage on unfavorable terms. If we are unable to implement one or more of these alternatives, we may not be able to service our debt or other obligations, which could result in us being in default thereon, in which circumstances our lenders could cease making loans to us, lenders or other holders of our debt could accelerate and declare due all outstanding obligations due under the respective agreements and secured lenders could foreclose on their collateral, any of which could have a material adverse effect on us.

***The agreements which govern our various debt obligations impose restrictions on our business and limit our ability to undertake certain actions.***

The agreements which govern our various debt obligations, including the Senior Secured Credit Facility, include covenants imposing significant restrictions on our business. These restrictions may affect our ability to operate our business and may limit our ability to take advantage of potential business opportunities as they arise. These covenants place restrictions on our ability to, among other things:

- incur additional debt;
- pay dividends or repurchase shares or make other distributions to shareholders;
- make investments or acquisitions;
- create liens or use assets as security in other transactions;
- issue guarantees;
- merge or consolidate, or sell, transfer, lease or dispose of substantially all of our assets;
- amend our Articles of Association or bylaws;
- engage in transactions with affiliates; and
- purchase, sell or transfer certain assets.

The Senior Secured Credit Facility also requires us to comply with certain financial and other covenants. Our ability to comply with these agreements may be affected by events beyond our control, including prevailing economic, financial and industry conditions. These covenants could have a material adverse effect on our business by limiting our ability to take advantage of financing, mergers, acquisitions or other corporate opportunities. The breach of any of these covenants could result in a default under the Senior Secured Credit Facility. An event of default under any of our debt agreements could permit such lenders to declare all amounts borrowed from them, together with accrued and unpaid interest, to be immediately due and payable, which could, in turn, trigger defaults under other debt obligations and could result in the termination of commitments of the lenders to make further extensions of credit under the Revolving Credit Facility. If we are unable to repay debt to our lenders, or are otherwise in default under any provision governing any secured debt obligations, our secured lenders could proceed against us and against any collateral securing that debt.

***Our variable rate indebtedness is priced using a spread over the London Interbank Offered Rate (“LIBOR”) and subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.***

Borrowings under the Senior Secured Credit Facility are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on our existing and any future variable rate indebtedness would also increase and our cash available to service our other obligations and invest in our business would decrease. Furthermore, rising interest rates would likely increase our interest obligations on future fixed rate indebtedness. As a result, rising interest rates could materially and adversely affect our financial condition and liquidity.

In addition, in July 2017, the head of the United Kingdom Financial Conduct Authority (the authority that regulates LIBOR) announced its intention to phase out the use of LIBOR by the end of 2021. At this time, it is not possible to predict the effect of any changes to LIBOR, any phase out of LIBOR or any establishment of alternative benchmark rates. At this time, no consensus exists as to what rate or rates will become accepted alternatives to LIBOR, and it is impossible to predict whether and to what extent banks will continue to provide LIBOR submissions to the administrator of LIBOR, whether LIBOR rates will cease to be published or supported before or after 2021 or whether any additional reforms to LIBOR may be enacted in the United Kingdom or elsewhere. Such developments and any other legal or regulatory changes in the method by which LIBOR is determined or the transition from LIBOR to a successor benchmark may result in, among other things, a sudden or prolonged increase or decrease in LIBOR, a delay in the publication of LIBOR, and changes in the rules or methodologies applied in calculating LIBOR, which may discourage market participants from continuing to administer or to participate in LIBOR’s determination and, in certain situations, could result in LIBOR no longer being determined and published. The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee comprised of large U.S. financial institutions, is considering replacing U.S.-dollar LIBOR with the Secured

Overnight Financing Rate, or “SOFR”, a new index calculated by short-term repurchase agreements, backed by Treasury securities. At this time, it is not possible to definitively predict the effect of any changes to LIBOR, any phase out of LIBOR or any establishment of alternative benchmark rates, including SOFR. If LIBOR ceases to exist, we may need to amend the terms of our Senior Secured Credit Facility or any future credit agreements extending beyond 2021 and indexed to LIBOR to replace LIBOR with SOFR or such other standard that is established, which could have a material adverse effect on us, including on our cost of funds, access to capital markets and financial results.

***Any mortgage debt we incur will expose us to increased risk of property losses due to foreclosure, which could have a material adverse effect on us.***

Incurring mortgage debt increases our risk of property losses because any defaults on indebtedness secured by our resorts may result in foreclosure actions initiated by lenders and ultimately our loss of the property securing the loan for which we are in default. For tax purposes, a foreclosure of any nonrecourse mortgage on any of our resorts may be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. In certain of the jurisdictions in which we operate, if any such foreclosure is treated as a sale of the property and the outstanding balance of the debt secured by the mortgage exceeds our tax basis in the property, we could recognize taxable income upon foreclosure but may not receive any cash proceeds.

In addition, any default under our mortgage debt may increase the risk of default on our other indebtedness, including other mortgage debt. If this occurs, we may not be able to satisfy our obligations under our indebtedness, which could have a material adverse effect on us, including our financial condition, liquidity (including our future access to borrowing) and results of operations.

***We may become subject to disputes or legal, regulatory or other proceedings that could involve significant expenditures by us, which could have a material adverse effect on us.***

The nature of our business exposes us to the potential for disputes or legal, regulatory or other proceedings from time to time relating to tax matters, environmental matters, government regulations, including licensing and permitting requirements, food and beverages safety regulations, personal injury, labor and employment matters, contract disputes and other issues. In addition, amenities at our resorts, including restaurants, bars and swimming pools, are subject to significant regulations, and government authorities may disagree with our interpretations of these regulations, or may enforce regulations that historically have not been enforced. Such disputes, individually or collectively, could adversely affect our business by distracting our management from the operation of our business or impacting our market reputation with our guests. If these disputes develop into proceedings or judgments, these proceedings or judgments, individually or collectively, could distract our senior management, disrupt our business or involve significant expenditures and our reserves relating to ongoing proceedings, if any, may ultimately prove to be inadequate, any of which could have a material adverse effect on us, including our financial results.

***Some of the resorts in our portfolio located in Mexico were constructed and renovated without certain approvals. The authority granted to the Mexican government is plenary and we can give no assurance it will not exercise its authority to impose fines, remediation measures or close part or all of the related resort(s), which could have a material adverse effect on us.***

Some of the resorts in our portfolio were constructed and renovated without certain approvals at the time the construction and renovation work was carried out, as the prior owners of such resorts determined that such approvals were not required under the Mexican law. We can give no assurance that the Mexican authorities will have the same interpretation of Mexican law as the prior owners. The authority granted to the Mexican government in this regard is plenary and we can give no assurance the Mexican government will not exercise its authority to impose fines, to require us to perform remediation/restoration activities and/or to contribute to environmental trusts, and/or to close part or all of the related resort(s), which could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

As of 1988, Mexican environmental laws were amended in order to establish that, among other things, any new hotel construction and certain renovations require the preparation of an environmental impact statement (“MIA”) in order to obtain an Environmental Impact Authorization (*Resolutivo de Impacto Ambiental*). Furthermore, since 2003 depending on each specific project, a supporting technical report (“ETJ”) is required to obtain an Authorization to Change the Use of Soil of Forestal Land (*Autorización de Cambio de Uso de Suelo en Terrenos Forestales*).

With respect to the applicable resorts:

- Two of the acquired resorts, Panama Jack Resorts Cancún and Hyatt Zilara Cancún, were built prior to implementation of the MIA in 1988 and, therefore, required no such authorization. However, certain renovations to these resorts were carried out after 1988 without an MIA because the prior owner determined that no authorization was needed pursuant to an exception in the Mexican law. We can give no assurance that the Mexican authorities will have the same interpretation of the applicability of the exception as the prior owner.

- The remaining two resorts, Hilton Playa del Carmen All-Inclusive Resort and Panama Jack Resorts Playa del Carmen, were constructed after 1988 without the required MIA and ETJ authorizations. Notwithstanding the foregoing, those resorts were operated by the prior owner, and since our Predecessor's acquisition at the time of our Predecessor's formation transaction have been operated by our Predecessor and us, with no interference in the normal course of business.

The consequences of failing to obtain the MIA and/or ETJ, as applicable, could result in fines of up to approximately \$300,000, obligations to perform remediation/restoration activities and/or contribute to environmental trusts, and, in the case of a severe violation, a partial or total closing or a demolition of the relevant resort(s). Although we are not aware of closings or demolitions due to the failure to obtain the MIA and/or ETJ, no assurance can be given that such action will not be taken in the future.

***Our wholly-owned subsidiary Playa Resorts Holding B.V. may be required to obtain a banking license and/or may be in violation of the prohibition to attract repayable funds as a result of having issued senior notes and borrowing under our Senior Secured Credit Facility, which could have a material adverse effect on us.***

Under the Regulation (EU) No 575/2013 of the European Parliament and of the Council of June 26, 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 (the "CRR"), which took effect on January 1, 2014, there is uncertainty regarding how certain key terms in the CRR are to be interpreted.

If such terms are not interpreted in a manner that is consistent with current Dutch national guidance on which Playa Resorts Holding B.V. (our wholly-owned subsidiary) relies, Playa Resorts Holding B.V. could be categorized as a "credit institution" as a consequence of borrowing under our Senior Secured Credit Facility if it is deemed to be "an undertaking the business of which is to receive deposits or other repayable funds from the public and to grant credits for its own account." This would require it to obtain a banking license and it could be deemed to be in violation of the prohibition on conducting the business of a bank without such a license. With respect to the borrowing under our Senior Secured Credit Facility, Playa Resorts Holding B.V. could also be deemed to be in violation of the prohibition on attracting repayable funds from the public. In each such case, it could, as a result, be subject to certain enforcement measures such as a warning and/or instructions by the regulator, incremental penalty payments (*last onder dwangsom*) and administrative fines (*bestuurlijke boete*), which all may be disclosed publicly by the regulator.

There is limited official guidance at the EU level as to the key elements of the definition of "credit institution," such as the terms "repayable funds" and "the public." The Netherlands legislature has indicated that, as long as there is no clear guidance at the EU level, it is to be expected that the current Dutch national interpretation of these terms will continue to be taken into account for the use and interpretation thereof. Playa Resorts Holding B.V. relies on this national interpretation to reach the conclusion that a requirement to obtain a banking license is not triggered, and that the prohibitions on conducting the business of a bank without such a license and on attracting repayable funds from the public have not been violated, on the basis that (i) each lender under our Senior Secured Credit Facility has extended loans to Playa Resorts Holding B.V. for an initial amount of at least the U.S. dollar equivalent of €100,000 or has assumed rights and/or obligations vis-à-vis Playa Resorts Holding B.V. the value of which is at least the U.S. dollar equivalent of €100,000 and (ii) all senior notes which were issued by Playa Resorts Holding B.V. were in denominations which equal or are greater than the U.S. dollar equivalent of €100,000.

If European guidance is published on what constitutes "the public" as referred to in the CRR, and such guidance does not provide that the holder of a note of \$150,000 or more, such as was the case with our senior notes, or the lenders under our Senior Secured Credit Facility, each providing a loan the initial amount of which exceeds the U.S. dollar equivalent of €100,000, are excluded from being considered part of "the public" and the current Dutch national interpretation of these terms is not considered to be "grandfathered," then Playa Resorts Holding B.V. may be required to obtain a banking license, and/or may be deemed to be in violation of the prohibition on conducting the business of a bank without such a license and, with respect to our Senior Secured Credit Facility, the prohibition on attracting repayable funds from the public and, as a result may, in each case, be subject to certain enforcement measures as described above. If Playa Resorts Holding B.V. is required to obtain a banking license or becomes subject to such enforcement measures, we could be materially adversely affected.

***The results of operations of our resorts may be adversely affected by various operating risks common to the lodging industry, including competition, over-supply and dependence on tourism, which could have a material adverse effect on us.***

Our resorts are subject to various operating risks common to the lodging industry, many of which are beyond our control, including, among others, the following:

- the availability of and demand for hotel and resort rooms;
- over-building of hotels and resorts in the markets in which we operate, which results in increased supply and may adversely affect Occupancy and revenues at our resorts;



- pricing strategies of our competitors;
- increases in operating costs due to inflation and other factors that may not be offset by increased room rates or other income;
- international, national, and regional economic and geopolitical conditions;
- the impact of war, crime, actual or threatened terrorist activity and heightened travel security measures instituted in response to war, terrorist activity or threats (including Travel Advisories issued by the U.S. Department of State) and civil unrest;
- the impact of any economic or political instability in Mexico due to unsettled political conditions, including civil unrest, widespread criminal activity, acts of terrorism, force majeure, war or other armed conflict, strikes and governmental actions;
- the desirability of particular locations and changes in travel patterns;
- the occurrence of natural or man-made disasters, such as earthquakes, tsunamis, hurricanes, and oil spills;
- events that may be beyond our control that could adversely affect the reputation of one or more of our resorts or that may disproportionately and adversely impact the reputation of our brands or resorts;
- taxes and government regulations that influence or determine wages, prices, interest rates, construction procedures, and costs;
- adverse effects of a downturn in the lodging industry, especially leisure travel and tourism spending;
- changes in interest rates and in the availability, cost and terms of debt financing;
- necessity for periodic capital reinvestment to maintain, repair, expand, renovate and reposition our resorts;
- the costs and administrative burdens associated with compliance with applicable laws and regulations, including, among others, those associated with privacy, marketing and sales, licensing, labor, employment, the environment, and the U.S. Department of the Treasury's Office of Foreign Asset Control and the U.S. Foreign Corrupt Practices Act ("FCPA");
- the availability, cost and other terms of capital to allow us to fund investments in our portfolio and the acquisition of new resorts;
- regional, national and international development of competing resorts;
- increases in wages and other labor costs, energy, healthcare, insurance, transportation and fuel, and other expenses central to the conduct of our business or the cost of travel for our guests, including recent increases in energy costs and any resulting increase in travel costs or decrease in airline capacity;
- availability, cost and other terms of insurance;
- organized labor activities, which could cause the diversion of business from resorts involved in labor negotiations, loss of group business, and/or increased labor costs;
- currency exchange fluctuations;
- trademark or intellectual property infringement; and
- risks generally associated with the ownership of hotels, resorts and real estate, as we discuss in detail below.

Any one or more of these factors could limit or reduce the demand for our resorts or the prices our resorts are able to obtain or could increase our costs and therefore reduce the operating results of our resorts. Even where such factors do not reduce demand, resort-level profit margins may suffer if we are unable to fully recover increased operating costs from our guests. These factors could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

***The seasonality of the lodging industry could have a material adverse effect on us.***

The lodging industry is seasonal in nature, which can be expected to cause quarterly fluctuations in our revenues. The seasonality of the lodging industry and the location of our resorts in Mexico and the Caribbean will generally result in the greatest demand for our resorts between mid-December and April of each year, yielding higher Occupancy levels and package rates during this period. This seasonality in demand has resulted in predictable fluctuations in revenue, results of operations and liquidity, which are consistently higher during the first quarter of each year than in successive quarters. We can provide no assurances that these seasonal fluctuations will, in the future, be consistent with our historical experience or whether any shortfalls that occur as a result of these fluctuations will not have a material adverse effect on us.

***The cyclical nature of the lodging industry may cause fluctuations in our operating performance, which could have a material adverse effect on us.***

The lodging industry is highly cyclical in nature. Fluctuations in operating performance are caused largely by general economic and local market conditions, which subsequently affect levels of business and leisure travel. In addition to general economic conditions, new hotel and resort room supply is an important factor that can affect the lodging industry's performance, and over-building has the potential to further exacerbate the negative impact of an economic recession. Room rates and Occupancy, and thus Net Package RevPAR (as defined in Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*), tend to increase when demand growth exceeds supply growth. A decline in lodging demand, or increase in lodging supply, could result in returns that are substantially below expectations, or result in losses, which could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects. Further, the costs of running a resort tend to be more fixed than variable. As a result, in an environment of declining revenue, the rate of decline in earnings is likely to be higher than the rate of decline in revenue.

***The increasing use of Internet travel intermediaries by consumers could have a material adverse effect on us.***

Some of our vacation packages are booked through Internet travel intermediaries, including, but not limited to, Travelocity.com, Expedia.com and Priceline.com. As these Internet bookings increase, these intermediaries may be able to obtain higher commissions, reduced room rates or other significant contract concessions from us. Moreover, some of these Internet travel intermediaries are attempting to offer lodging as a commodity, by increasing the importance of price and general indicators of quality, such as "three-star downtown hotel," at the expense of brand identification or quality of product or service. If consumers develop loyalty to Internet reservations systems rather than to our booking system or the brands we own and operate, the value of our resorts could deteriorate and we could be materially and adversely affected, including our financial results.

***Cyber risk and the failure to maintain the integrity of internal or guest data could harm our reputation and result in a loss of business and/or subject us to costs, fines, investigations, enforcement actions or lawsuits.***

We, Hyatt, Hilton, our third-party resort manager and other third-party service providers collect, use and retain large volumes of guest data, including credit card numbers and other personally identifiable information, for business, marketing and other purposes in our, Hyatt's, Hilton's, our third-party resort manager's and other third-party service providers' various information technology systems, which enter, process, summarize and report such data. We also maintain personally identifiable information about our employees. We, Hyatt, Hilton, our third-party resort manager and other third-party service providers store and process such internal and guest data both at on-site facilities and at third-party owned facilities including, for example, in a third-party hosted cloud environment. The integrity and protection of our guest, employee and company data, as well as the continuous operation of our, Hyatt's, Hilton's, our third-party resort manager's and other third-party service providers' systems, is critical to our business. Our guests and employees expect that we will adequately protect their personal information. The regulations and contractual obligations applicable to security and privacy are increasingly demanding, both in the United States and in other jurisdictions where we operate, and cyber-criminals have been recently targeting the lodging industry. We continue to develop and enhance controls and security measures to protect against the risk of theft, loss or fraudulent or unlawful use of guest, employee or company data, and we maintain an ongoing process to re-evaluate the adequacy of our controls and measures.

Notwithstanding our efforts to protect against unauthorized access of our systems and sensitive information, because of the scope and complexity of their information technology structure, our reliance on third parties to support and protect our structure and data, and the constantly evolving cyber-threat landscape, our systems and those of third parties on which we rely are vulnerable to disruptions, failures, unauthorized access, cyber-terrorism, employee error, negligence, fraud or other misuse, and given the sophistication of hackers to gain unauthorized access to our sensitive information, we may not be able to detect the breach for long periods of time or at all. These or similar occurrences, whether accidental or intentional, could result in theft, unauthorized access or disclosure, loss, fraudulent or unlawful use of guest, employee or company data which could harm our reputation, result in an interruption or disruption of our services or result in a loss of business, as well as remedial and other costs, fines, investigations, enforcement actions, or lawsuits. As a result, future incidents could have a material adverse impact on us, including our business, our financial condition, liquidity and results of operations and prospects.

***Information technology systems, software or website failures or interruptions could have a material adverse effect on our business or results of operations.***

We rely on the uninterrupted and efficient operation of our information technology systems and software. Information technology is critical to our day-to-day operations, including, but not exclusive to guest check-in and check-out, housekeeping and room service, and reporting our financial results and the financial results of our resorts. We rely on certain third-party hardware, network and software vendors to maintain and upgrade many of our critical systems on an ongoing basis to support our business operations and to keep pace with technology developments in the hospitality industry. The software programs supporting many of our systems are

licensed to us by independent third-party software providers. An inability to continuously maintain and update our hardware and software programs or an inability for network providers to maintain their communications infrastructure would potentially disrupt or inhibit the efficiency of our operations if suitable alternatives could not be identified and implemented in a timely, efficient and cost-effective manner.

***We face risks related to pandemic diseases, including avian flu, H1N1 flu, H7N9 flu, Ebola virus, Coronavirus and Zika virus, which could materially and adversely affect travel and result in reduced demand for our resorts and could have a material adverse effect on us.***

Our business could be materially and adversely affected by the effect of, or the public perception or a risk of, a pandemic disease on the travel industry. For example, the outbreaks of severe acute respiratory syndrome (“SARS”) and avian flu in 2003 had a severe impact on the travel industry, and the outbreaks of H1N1 flu in 2009 threatened to have a similar impact. Cases of the Zika virus have been reported in regions in which our resorts are located. In addition, the ongoing Coronavirus outbreak emanating from China at the beginning of 2020 has resulted in increased travel restrictions and extended shutdown of certain businesses in the region, and a widespread outbreak of the virus in the U.S. or the regions in which our resorts are located would likely reduce travel and hotel demand at our resorts. Additionally, the public perception of a risk of a pandemic or media coverage of these diseases, or public perception of health risks linked to perceived regional food and beverage safety, particularly if focused on regions in which our resorts are located, may adversely affect us by reducing demand for our resorts. A prolonged occurrence of SARS, avian flu, H1N1 flu, H7N9 flu, Ebola virus, Coronavirus, Zika virus or another pandemic disease or health hazard also may result in health or other government authorities imposing restrictions on travel. Any of these events could result in a significant drop in demand for our resorts and could have a material adverse effect on us.

***We may be subject to unknown or contingent liabilities related to our existing resorts and resorts that we acquire, which could have a material adverse effect on us.***

Our existing resorts and resorts that we may in the future acquire may be subject to unknown or contingent liabilities for which we may have no recourse, or only limited recourse, against the sellers. In general, the representations and warranties provided under the transaction agreements related to our existing resorts and any future acquisitions of resorts by us may not survive the closing of the transactions. Furthermore, indemnification under such agreements may not exist or be limited and subject to various exceptions or materiality thresholds, a significant deductible or an aggregate cap on losses. As a result, there is no guarantee that we will recover any amounts with respect to losses due to breaches by the transferors or sellers of their representations and warranties or other prior actions by the sellers. In addition, the total amount of costs and expenses that may be incurred with respect to liabilities associated with these resorts may exceed our expectations, and we may experience other unanticipated adverse effects, all of which may materially and adversely affect us, including our business, financial condition, liquidity, results of operations and prospects.

***Conducting business internationally may result in increased risks and any such risks could have a material adverse effect on us.***

We operate our business internationally and plan to continue to develop an international presence. Operating internationally exposes us to a number of risks, including political risks, risks of increase in duties and taxes, risks relating to anti-bribery laws, such as the FCPA, as well as changes in laws and policies affecting vacation businesses, or governing the operations of foreign-based companies. Because some of our expenses are incurred in foreign currencies, we are exposed to exchange rate risks. Additional risks include interest rate movements, imposition of trade barriers and restrictions on repatriation of earnings. Any of these risks could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

***We could be exposed to liabilities under the FCPA and other anti-corruption laws and regulations, including non-U.S. laws, any of which could have a material adverse impact on us.***

We have international operations, and as a result are subject to compliance with various laws and regulations, including the FCPA and other anti-corruption laws in the jurisdictions in which we do business, which generally prohibit companies and their intermediaries or agents from engaging in bribery or making improper payments to foreign officials or their agents or other entities. The FCPA also requires companies to make and keep books and records and accounts which, in reasonable detail, reflect their transactions, including the disposition of their assets. We have implemented, and will continue to evaluate and improve, safeguards and policies designed to prevent violations of various anti-corruption laws that prohibit improper payments or offers of payments to foreign officials or their agents or other entities for the purpose of conducting business, and we are in the process of expanding our training program. The countries in which we own resorts have experienced governmental corruption to some degree and, in certain circumstances, compliance with anti-corruption laws may conflict with local customs and practices. Despite existing safeguards and any future improvements to our policies and training, we will be exposed to risks from deliberate, reckless or negligent acts committed by our employees or agents for which we might be held responsible. Failure to comply with these laws or our internal policies could lead to criminal and civil penalties and other legal and regulatory liabilities and require us to undertake remedial measures, any of

which could have a material adverse impact on us, including our business, financial condition, liquidity, results of operations and prospects.

***Our existing resorts and resorts that we may acquire may contain or develop harmful mold that could lead to liability for adverse health effects and costs of remediating the problem, either of which could have a material adverse effect on us.***

When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Concern about indoor exposure to mold has been increasing as exposure to mold may cause a variety of adverse health effects and symptoms, including allergic or other reactions. Some of the resorts in our portfolio or resorts that we may acquire may contain microbial matter, such as mold and mildew, which could require us to undertake a costly remediation program to contain or remove the mold from the affected resort. Furthermore, we can provide no assurances that we will be successful in identifying harmful mold and mildew at resorts that we seek to acquire, which could require us to take remedial action at acquired resorts. The presence of significant mold could expose us to liability from guests, employees and others if property damage or health concerns arise, which could have a material adverse effect on us, including our results of operations.

***Illiquidity of real estate investments could significantly impede our ability to sell resorts or otherwise respond to adverse changes in the performance of our resorts, which could have a material adverse effect on us.***

Because real estate investments are relatively illiquid, our ability to sell one or more resorts promptly for reasonable prices in response to changing economic, financial and investment conditions will be limited. The real estate market is affected by many factors beyond our control, including:

- adverse changes in international, national, regional and local economic and market conditions;
- changes in interest and tax rates and in the availability and cost and other terms of debt financing;
- changes in governmental laws and regulations, fiscal policies and zoning ordinances and the related costs of compliance with laws and regulations, fiscal policies and ordinances;
- the ongoing need for capital improvements, particularly in older structures;
- changes in operating expenses; and
- civil unrest, widespread criminal activity, and acts of nature, including hurricanes, earthquakes, floods and other natural disasters, which may result in uninsured losses, and acts of war or terrorism.

We may decide to sell resorts in the future. We cannot predict whether we will be able to sell any resort for the price or on the terms set by us, or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a resort.

During the recent economic recession, the availability of credit to purchasers of hotels and resorts and financing structures, such as commercial mortgage-backed securities, which had been used to finance many hotel and resort acquisitions in prior years, was reduced. Subsequent to the aforementioned economic recession, such credit availability and financing structures have been inconsistent from time to time. If financing for hotels and resorts is not available on attractive terms or at all, it will adversely impact the ability of third parties to buy our resorts. As a result, we may hold our resorts for a longer period than we would otherwise desire and may sell resorts at a loss.

In addition, we may be required to expend funds to correct defects, terminate contracts or to make improvements before a resort can be sold. We can provide no assurances that we will have funds available, or access to such funds, to correct those defects or to make those improvements. In acquiring a resort, we may agree to lock-out provisions or tax protection agreements that materially restrict us from selling that property for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed or repaid on that property. These factors and any others that would impede our ability to respond to adverse changes in the performance of our resorts or a need for liquidity could materially and adversely affect us, including our financial results.

***We could incur significant costs related to government regulation and litigation with respect to environmental matters, which could have a material adverse effect on us.***

Our resorts are subject to various international, national, regional and local environmental laws that impose liability for contamination. Under these laws, governmental entities have the authority to require us, as the current owner of property, to perform or pay for the clean-up of contamination (including hazardous substances, waste, or petroleum products) at, on, under or emanating from our property and to pay for natural resource damages arising from such contamination. Such laws often impose liability without regard to whether the owner or operator or other responsible party knew of, or caused, such contamination, and the liability may be

joint and several. Because these laws also impose liability on persons who owned a property at the time it was or became contaminated, it is possible we could incur cleanup costs or other environmental liabilities even after we sell resorts. Contamination at, on, under or emanating from our resorts also may expose us to liability to private parties for costs of remediation and/or personal injury or property damage. In addition, environmental laws may create liens on contaminated sites in favor of the government for damages and costs it incurs to address such contamination. If contamination is discovered on our resorts, environmental laws also may impose restrictions on the manner in which our property may be used or our business may be operated, and these restrictions may require substantial expenditures. Moreover, environmental contamination can affect the value of a property and, therefore, an owner's ability to borrow funds using the property as collateral or to sell the property on favorable terms or at all. Furthermore, persons who sent waste to a waste disposal facility, such as a landfill or an incinerator, may be liable for costs associated with cleanup of that facility.

In addition, our resorts are subject to various international, national, regional and local environmental, health and safety regulatory requirements that address a wide variety of issues. Some of our resorts routinely handle and use hazardous or regulated substances and wastes as part of their operations, which are subject to regulation (e.g., swimming pool chemicals). Our resorts incur costs to comply with these environmental, health and safety laws and regulations and could be subject to fines and penalties for non-compliance with applicable laws.

Liabilities and costs associated with contamination at, on, under or emanating from our properties, defending against claims, or complying with environmental, health and safety laws could be significant and could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects. We can provide no assurances that (i) changes in current laws or regulations or future laws or regulations will not impose additional or new material environmental liabilities or (ii) the current environmental condition of our resorts will not be affected by our operations, by the condition of the resorts in the vicinity of our resorts, or by third parties unrelated to us. The discovery of material environmental liabilities at our resorts could subject us to unanticipated significant costs, which could result in significant losses. Please see “*Risk Factors — Risks Related to Our Business — We may become subject to disputes or legal, regulatory or other proceedings that could involve significant expenditures by us, which could have a material adverse effect on us*” as to the possibility of disputes or legal, regulatory or other proceedings that could adversely affect us.

***The tax laws, rules and regulations (or interpretations thereof) in the jurisdictions in which we operate may change, which could have a material adverse effect on us.***

We generally seek to structure our business activities in the jurisdictions in which we operate in a manner that is tax-efficient, taking into account the relevant tax laws, rules and regulations. However, tax laws, rules and regulations in these jurisdictions are complex and are subject to change as well as subject to interpretation by local tax authorities and courts. There can be no assurance that these tax laws, rules and regulations (or interpretations thereof) will not change, possibly with retroactive effect, or that local tax authorities may not otherwise successfully assert positions contrary to those taken by us. In any such case, we may be required to operate in a less tax-efficient manner, incur costs and expenses to restructure our operations and/or owe past taxes (and potentially interest and penalties), which in each case could negatively impact our operations. For example, we will need to renegotiate our agreements which determine our taxes in the Dominican Republic, known as advanced pricing agreements, with The Ministry of Finance of the Dominican Republic at the end of 2020 when our current agreements expire.

***Increases in property taxes would increase our operating costs, which could have a material adverse effect on us.***

Each of our resorts is subject to real estate and personal property taxes, especially upon any development, redevelopment, rebranding, repositioning and renovation. These taxes may increase as tax rates change and as our resorts are assessed or reassessed by taxing authorities. If property taxes increase, we would incur a corresponding increase in our operating expenses, which could have a material adverse effect on us, including our business, financial condition, liquidity, results of operations and prospects.

## **Risks Related to Ownership of Our Ordinary Shares**

***The rights of our shareholders and the duties of our directors are governed by Dutch law, our Articles of Association and internal rules and policies adopted by our board of directors (the “Board”), and differ in some important respects from the rights of shareholders and the duties of members of a board of directors of a U.S. corporation.***

Our corporate affairs, as a Dutch public limited liability company (*naamloze vennootschap*), are governed by our Articles of Association, internal rules and policies adopted by our Board and by the laws governing companies incorporated in the Netherlands. The rights of our shareholders and the duties of our directors under Dutch law are different from the rights of shareholders and/or the duties of directors of a corporation organized under the laws of U.S. jurisdictions. In the performance of its duties, our Board is required by Dutch law to consider our interests and the interests of our shareholders, our employees and other stakeholders (e.g., our

creditors, guests and suppliers) as a whole and not only those of our shareholders, which may negatively affect the value of your investment.

In addition, the rights of our shareholders, including for example the rights of shareholders as they relate to the exercise of shareholder rights, are governed by Dutch law and our Articles of Association and such rights differ from the rights of shareholders under U.S. law. For example, if we engaged in a merger, Dutch law would not grant appraisal rights to any of our shareholders who wished to challenge the consideration to be paid to them upon such merger (without prejudice, however, to certain cash exit rights offered under Dutch law in certain circumstances).

***We are organized and existing under the laws of the Netherlands, and, as such, the rights of our shareholders and the civil liability of our directors and executive officers are governed in certain respects by the laws of the Netherlands.***

We are organized and existing under the laws of the Netherlands, and, as such, the rights of our shareholders and the civil liability of our directors and executive officers are governed in certain respects by the laws of the Netherlands. The ability of our shareholders in certain countries other than the Netherlands to bring an action against us, our directors and executive officers may be limited under applicable law. In addition, substantially all of our assets are located outside the United States. As a result, it may not be possible for shareholders to effect service of process within the United States upon us or our directors and executive officers or to enforce judgments against us or them in U.S. courts, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States. In addition, it is not clear whether a Dutch court would impose civil liability on us or any of our directors and executive officers in an original action based solely upon the federal securities laws of the United States brought in a court of competent jurisdiction in the Netherlands.

As of the date of this annual report, there is no treaty in effect between the United States and the Netherlands providing for the reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. With respect to choice of court agreements in civil or commercial matters, it is noted that the Hague Convention on Choice of Court Agreements entered into force for the Netherlands, but has not entered into force for the United States. Accordingly, a judgment rendered by a court in the United States, whether or not predicated solely upon U.S. securities laws, would not automatically be recognized and enforced by the competent Dutch courts. However, if a person has obtained a judgment for the payment of money rendered by a court in the United States and files a claim with the competent Dutch court, the Dutch court will in principle give binding effect to a foreign judgment if (i) the jurisdiction of the foreign court was based on a ground of jurisdiction that is generally acceptable according to international standards, (ii) the judgment by the foreign court was rendered in legal proceedings that comply with the Dutch standards of proper administration of justice including sufficient safeguards (*behoorlijke rechtspleging*) and (iii) binding effect of such foreign judgment is not contrary to Dutch public order and (iv) the judgment by the foreign court is not incompatible with a decision rendered between the same parties by a Dutch court, or with a previous decision rendered between the same parties by a foreign court in a dispute that concerns the same subject and is based on the same cause, provided that the previous decision qualifies for acknowledgment in the Netherlands. Even if such a foreign judgment is giving binding effect, a claim based thereon may, however, still be rejected if the foreign judgment is not or no longer formally enforceable.

Based on the lack of a treaty as described above, U.S. investors may not be able to enforce against us or our directors, representatives or certain experts named herein who are residents of the Netherlands or countries other than the United States any judgments obtained in U.S. courts in civil and commercial matters, including judgments under the U.S. federal securities laws.

Under our Articles of Association, and certain other contractual arrangements between us and our directors, we indemnify and hold our directors harmless against all claims and suits brought against them, subject to limited exceptions. There is doubt, however, as to whether U.S. courts would enforce such indemnity provisions in an action brought against one of our directors in the United States under U.S. securities laws.

***Each of TPG Global, LLC, Farallon Capital Management, L.L.C., Sagicor and Hyatt own a significant portion of our ordinary shares and have representation on our Board. Any of these investors may have interests that differ from those of other shareholders.***

As of December 31, 2019, 23.2% of our outstanding ordinary shares were beneficially owned by Cabana Investors B.V. and Playa Four Pack, L.L.C. (collectively, “Cabana”), each of which is an affiliate of Farallon Capital Management, L.L.C. (“Farallon”). In addition, two of our directors were designated by Cabana. As of December 31, 2019, 15.1% of our outstanding ordinary shares were beneficially owned by Jamziv Mobay Jamaica Limited (“Jamziv”), which is owned by JCSD Trustee Services Limited (“JCSD”) and X Fund Properties (“XFUND”), both affiliates of Sagicor. Two of our directors have been designated by JCSD and XFUND. As of December 31, 2019, 9.2% of our outstanding ordinary shares were beneficially owned by HI Holdings Playa B.V. (“HI Holdings Playa”), an affiliate of Hyatt. In addition, one of our directors was designated by HI Holdings Playa and is currently an employee of Hyatt. As of December 31, 2019, 6.7% of our outstanding ordinary shares were beneficially owned by TPG Pace Sponsor, LLC (“Pace Sponsor”), an affiliate of TPG Global, LLC. In addition, three of our directors were designated by Pace Sponsor.

As a result, these shareholders, individually or collectively, may be able to significantly influence the outcome of matters submitted for director action, subject to our directors' obligation to act in the interest of all of our stakeholders, and for shareholder action, including the designation and appointment of our Board (and committees thereof) and approval of significant corporate transactions, including business combinations, consolidations and mergers. So long as these shareholders and/or their affiliates continue to directly or indirectly own a significant amount of our outstanding equity interests and have the right to designate members of our Board and/or one or more committees thereof, these shareholders may be able to exert substantial influence on us and may be able to exercise its influence in a manner that is not in the interests of our other stakeholders. These shareholders' influence over our management could have the effect of delaying, deferring or preventing a change in control or otherwise discouraging a potential acquirer from attempting to obtain control of us, which could cause the market price of our ordinary shares to decline or prevent our shareholders from realizing a premium over the market price for our ordinary shares. Prospective investors in our ordinary shares should consider that the interests of these shareholders may differ from their interests in material respects.

***Provisions of our Articles of Association or Dutch corporate law might deter or discourage acquisition bids for us that shareholders might consider to be favorable and prevent or frustrate any attempt to replace or remove our Board at the time of such acquisition bid.***

Certain provisions of our Articles of Association may make it more difficult for a third party to acquire control of us or effect a change in our Board. These provisions include:

- A provision that our directors are appointed by our General Meeting at the binding nomination of our Board. Such binding nomination may only be overruled by the General Meeting by a resolution adopted by at least a majority of the votes cast, if such votes represent more than 50% of our issued share capital.
- A provision that our shareholders at a General Meeting may suspend or remove directors at any time. A resolution of our General Meeting to suspend or remove a director may be passed by a majority of the votes cast, provided that the resolution is based on a proposal by our Board. In the absence of a proposal by our Board, a resolution of our General Meeting to suspend or remove a director shall require a vote of at least a majority of the votes cast, if such votes represent more than 50% of our issued share capital.
- A requirement that certain actions can only be taken by the General Meeting with at least two-thirds of the votes cast, unless such resolution is passed at the proposal by our Board, including an amendment of our Articles of Association, the issuance of shares or the granting of rights to subscribe for shares, the limitation or exclusion of preemptive rights, the reduction of our issued share capital, the application for bankruptcy, the making of a distribution from our profits or reserves on our ordinary shares, the making of a distribution in the form of shares in our capital or in the form of assets, instead of cash, the entering into of a merger or demerger, our dissolution and the designation or granting of authorizations such as the authorization to issue shares and to limit or exclude preemptive rights. Our General Meeting adopted a resolution to grant such authorizations to our Board.
- A provision prohibiting (a) a "Brand Owner" (which generally means a franchisor, licensor or owner of a hotel concept or brand that has at least 12 all-inclusive resorts and that competes with any Hyatt All-Inclusive Resort Brand resort) from acquiring our ordinary shares such that the Brand Owner (together with its affiliates) acquires beneficial ownership in excess of 15% of our outstanding shares, or (b) a "Restricted Brand Company" from acquiring our ordinary shares such that the Restricted Brand Company (together with its affiliates) acquires beneficial ownership in excess of 5% of our outstanding ordinary shares. Upon becoming aware of either share cap being exceeded, we will send a notice to such shareholder informing such shareholder of a violation of this provision and granting the shareholder two weeks to dispose of such excess ordinary shares to an unaffiliated third party. Such notice will immediately trigger the transfer obligation and suspend the right to attend our General Meeting and voting rights (together, "Shareholder Rights") of the shares exceeding the cap. If such excess shares are not disposed by such time, (i) the Shareholder Rights on all shares held by the shareholder exceeding the share cap will be suspended until the transfer obligations have been complied with, (ii) we will be irrevocably authorized under our Articles of Association to transfer the excess shares to a foundation until sold to an unaffiliated third party and (iii) such foundation shall issue depositary receipts for the ordinary shares concerned to the relevant Brand Owner or Restricted Brand Company for as long as those ordinary shares are held by the foundation.

Such provisions could discourage a takeover attempt and impair the ability of shareholders to benefit from a change in control and realize any potential change of control premium. This may adversely affect the market price of the ordinary shares.

Our General Meeting has authorized our Board to issue and grant rights to subscribe for our ordinary shares, up to the amount of the authorized share capital (from time to time) and limit or exclude preemptive rights on those shares, in each case for a period of five

years from the date of the resolution. Accordingly, an issue of our ordinary shares may make it more difficult for a shareholder or potential acquirer to obtain control over our General Meeting or us.

***Provisions of our franchise agreements with Hyatt might deter acquisition bids for us that shareholders might consider to be favorable and/or give Hyatt the right to terminate such agreements if certain persons obtain and retain more than a specified percentage of our ordinary shares.***

Certain provisions of our franchise agreements with Hyatt may make it more difficult for certain third parties to acquire more than a specified percentage of issued ordinary shares. Our franchise agreements with Hyatt and our Articles of Association both contain a provision prohibiting (a) a Brand Owner from acquiring issued ordinary shares such that the Brand Owner (together with its affiliates) acquires beneficial ownership in excess of 15% of issued and outstanding ordinary shares, and (b) a Restricted Brand Company from acquiring issued ordinary shares such that the Restricted Brand Company (together with its affiliates) acquires beneficial ownership in excess of 5% of issued and outstanding ordinary shares. Upon becoming aware of either share cap being exceeded, we must send a notice to such shareholder informing such shareholder of a violation of this provision and granting the shareholder two weeks to dispose of such excess ordinary shares to an unaffiliated third party. Such notice will immediately trigger the transfer obligation and suspend the Shareholder Rights of ordinary shares exceeding the share cap. If such excess ordinary shares are not disposed by such time, (i) the Shareholder Rights on all ordinary shares held by the shareholder exceeding the share cap will be suspended until the transfer obligations have been complied with and (ii) we will be irrevocably authorized under our Articles of Association to transfer the excess ordinary shares to a foundation until sold to an unaffiliated third party. Our franchise agreements provide that, if the excess ordinary shares are not transferred to a foundation or an unaffiliated third party within 30 days following the earlier of the date on which a public filing is made with respect to either share cap being exceeded and the date we become aware of either share cap being exceeded, Hyatt will have the right to terminate all (but not less than all) of its franchise agreements with us by providing the notice specified in the franchise agreement to us and we will be subject to liquidated damage payments to Hyatt. In the event that any Brand Owner or Restricted Brand Company acquires any ownership interest in us, we will be required to establish and maintain controls to protect the confidentiality of certain Hyatt information and will provide Hyatt with a detailed description and evidence of such controls.

***Future issuances of debt securities and equity securities may adversely affect us, including the market price of our ordinary shares and may be dilutive to existing shareholders.***

In the future, we may incur debt or issue equity ranking senior to our ordinary shares. Those securities will generally have priority upon liquidation. Such securities also may be governed by an indenture or other instrument containing covenants restricting its operating flexibility. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our ordinary shares. Because our decision to issue debt or equity in the future will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing, nature or success of our future capital raising efforts. As a result, future capital raising efforts may reduce the market price of our ordinary shares and be dilutive to existing shareholders.

***Our shareholders may not have any preemptive rights in respect of future issuances of our ordinary shares.***

In the event of an increase in our share capital, our ordinary shareholders are generally entitled under Dutch law to full preemptive rights, unless these rights are limited or excluded either by a resolution of the General Meeting or by a resolution of our Board (if our Board has been authorized by the General Meeting for this purpose), or where shares are issued to our employees or a group company (i.e., certain affiliates, subsidiaries or related companies) or where shares are issued against a non-cash contribution, or in case of an exercise of a previously acquired right to subscribe for shares. The same preemptive rights apply when rights to subscribe for shares are granted.

Preemptive rights may be excluded by our Board on the basis of the irrevocable authorization of the General Meeting to our Board for a period of five years from the date of this authorization with respect to the issue of our ordinary shares up to the amount of the authorized share capital (from time to time). The General Meeting has delegated the authority to issue our ordinary shares and grant rights to purchase our ordinary shares up to the amount of our authorized share capital (from time to time) to our Board for that same period.

Accordingly, holders of our ordinary shares may not have any preemptive rights in connection with, and may be diluted by an issue of our ordinary shares and it may be more difficult for a shareholder to obtain control over our General Meeting. Certain of our shareholders outside the Netherlands, in particular, U.S. shareholders, may not be allowed to exercise preemptive rights to which they are entitled, if any, unless a registration statement under the Securities Act of 1933, as amended (the “Securities Act”), is declared effective with respect to our ordinary shares issuable upon exercise of such rights or an exemption from the registration requirements is available.



***We are not obligated to and do not comply with all the best practice provisions of the Dutch Corporate Governance Code (the “DCGC”). This could adversely affect your rights as a shareholder.***

As we are incorporated under Dutch law and our ordinary shares have been listed on a government-recognized stock exchange (i.e., the NASDAQ), we are subject to the DCGC. The DCGC contains both principles and best practice provisions for our Board, shareholders and the General Meeting, financial reporting, auditors, disclosure compliance and enforcement standards.

The DCGC is based on a “comply or explain” principle. Accordingly, we are required to disclose in our annual management report publicly filed in the Netherlands, whether or not we are complying with the various provisions of the DCGC. If we do not comply with one or more of those provisions (e.g., because of a conflicting NASDAQ requirement or U.S. market practice), we are required to explain the reasons for such non-compliance in our annual management report.

We acknowledge the importance of good corporate governance. However, we do not comply with all the provisions of the DCGC, to a large extent because such provisions conflict with or are inconsistent with the corporate governance rules of the NASDAQ and U.S. securities laws that apply to us, or because we believe such provisions do not reflect customary practices of global companies listed on the NASDAQ. This could adversely affect your rights as a shareholder and you may not have the same level of protection as a shareholder in a Dutch company that fully complies with the DCGC.

***If, based on Mexican law, the accounting value of our ordinary shares is derived more than 50% from property in Mexico, it could result in the imposition of tax on a selling shareholder who is not eligible to claim benefits under the income tax treaty between Mexico and the United States or under any other favorable income tax treaty with Mexico.***

According to article 161 of the Income Tax Law of Mexico, the transfer by a nonresident of Mexico of shares in an entity where the accounting value of the transferred shares is derived, directly or indirectly, from more than 50% from immovable property located in Mexico could be subject to Mexican income tax. The applicable Mexican law does not provide for the method to be followed in making this calculation. The income tax rate in Mexico for the disposal of shares by nonresidents is currently either 25% of the gross sale proceeds or, if certain conditions are met, 35% of the net gain. Withholding of 25% of gross sale proceeds is required of the buyer only if the latter is a Mexican resident. A Mexican nonresident subject to tax under article 161 may be eligible to claim exemption from taxation or a reduced tax rate under an applicable income tax treaty with Mexico, such as the income tax treaty between Mexico and the United States. A determination of whether the accounting value of our ordinary shares is derived, directly or indirectly, more than 50% from immovable property located in Mexico is subject to interpretations of the applicable law and will be affected by various factors with regard to us that may change over time. If, at the time of a transfer of our ordinary shares, the accounting value of our ordinary shares is derived, directly or indirectly, from more than 50% from immovable property located in Mexico and article 161 were applied to such transfer, it could result in the imposition of the above-mentioned tax on a selling shareholder who is not eligible to claim benefits under the income tax treaty between Mexico and the United States or under any other favorable income tax treaty with Mexico.

**Item 1B. Unresolved Staff Comments.**

None.

## Item 2. Properties.

As of December 31, 2019, the following table presents an overview of our resorts and is organized by our four geographic business segments: the Yucatán Peninsula, the Pacific Coast, the Dominican Republic and Jamaica.

Name of Resort	Location	Brand and Type	Operator	Year Built; Significant Renovations	Rooms
<b>Owned Resorts</b>					
<i><b>Yucatán Peninsula</b></i>					
Hyatt Ziva Cancún	Cancún, Mexico	Hyatt Ziva (all ages)	Playa	1975; 1980; 1986; 2002; 2015	547
Hyatt Zilara Cancún	Cancún, Mexico	Hyatt Zilara (adults-only)	Playa	2006; 2009; 2013; 2017	310
Panama Jack Resorts Cancún	Cancún, Mexico	Panama Jack (all ages)	Playa	1985; 2009; 2017	458
Hilton Playa del Carmen All-Inclusive Resort <sup>(1)</sup>	Playa del Carmen, Mexico	Hilton (adults-only)	Playa	2002; 2009; 2019	524
Panama Jack Resorts Playa del Carmen	Playa del Carmen, Mexico	Panama Jack (all ages)	Playa	1996; 2006; 2012; 2017	287
Secrets Capri	Riviera Maya, Mexico	Secrets (adults-only)	AMResorts	2003	291
Dreams Puerto Aventuras	Riviera Maya, Mexico	Dreams (all ages)	AMResorts	1991; 2009	305
<i><b>Pacific Coast</b></i>					
Hyatt Ziva Los Cabos	Cabo San Lucas, Mexico	Hyatt Ziva (all ages)	Playa	2007; 2009; 2015	591
Hyatt Ziva Puerto Vallarta	Puerto Vallarta, Mexico	Hyatt Ziva (all ages)	Playa	1969; 1990; 2002; 2009; 2014; 2017	335
<i><b>Dominican Republic</b></i>					
Hilton La Romana All-Inclusive Resort <sup>(2)</sup>	La Romana, Dominican Republic	Hilton (adults-only)	Playa <sup>(2)</sup>	1997; 2008; 2019	356
Hilton La Romana All-Inclusive Resort <sup>(2)</sup>	La Romana, Dominican Republic	Hilton (all ages)	Playa <sup>(2)</sup>	1997; 2008; 2019	418
Dreams Palm Beach	Punta Cana, Dominican Republic	Dreams (all ages)	AMResorts	1994; 2008	500
Dreams Punta Cana	Punta Cana, Dominican Republic	Dreams (all ages)	AMResorts	2004	620
Hyatt Ziva Cap Cana	Cap Cana, Dominican Republic	Hyatt Ziva (all ages)	Playa	2019	375
Hyatt Zilara Cap Cana	Cap Cana, Dominican Republic	Hyatt Zilara (adults-only)	Playa	2019	375
<i><b>Jamaica</b></i>					
Hyatt Ziva Rose Hall	Montego Bay, Jamaica	Hyatt Ziva (all ages)	Playa	2000; 2014; 2017	276
Hyatt Zilara Rose Hall	Montego Bay, Jamaica	Hyatt Zilara (adults-only)	Playa	2000; 2014; 2017	344
Hilton Rose Hall Resort & Spa	Montego Bay, Jamaica	Hilton (all ages)	Playa	1974; 2008; 2017	495
Jewel Runaway Bay Beach Resort & Waterpark	Runaway Bay, Jamaica	Jewel (all ages)	Playa	1960; 1961; 1965; 2007; 2012	268
Jewel Dunn's River Beach Resort & Spa	Ocho Rios, Jamaica	Jewel (adults-only)	Playa	1957; 1970; 1980; 2010	250
Jewel Paradise Cove Beach Resort & Spa	Runaway Bay, Jamaica	Jewel (adults-only)	Playa	2013	225
Jewel Grande Montego Bay Resort & Spa <sup>(3)</sup>	Montego Bay, Jamaica	Jewel (all ages)	Playa	2016; 2017	88
<b>Total Rooms Owned</b>					<b>8,238</b>
<b>Managed Resorts</b>					
Sanctuary Cap Cana <sup>(4)</sup>	Punta Cana, Dominican Republic	Sanctuary (adults-only)	Playa	2008; 2015; 2018	323
Jewel Grande Montego Bay Resort & Spa <sup>(3)</sup>	Montego Bay, Jamaica	Jewel (condo-hotel)	Playa	2016; 2017	129
<b>Total Rooms Operated</b>					<b>452</b>
<b>Total Rooms Owned and Operated</b>					<b>8,690</b>

<sup>(1)</sup> Effective November 20, 2018, this resort was rebranded into Hilton all-inclusive resorts. Renovations were completed in 2019.

<sup>(2)</sup> Pursuant to an agreement with Hilton, we rebranded these resorts as Hilton all-inclusive resorts in November 2018. The resorts are still owned and operated by Playa.

<sup>(3)</sup> We acquired an 88-unit tower and spa as part of the business combination with Sagicor. Additionally, we manage the majority of the units within the remaining two condo-hotel towers owned by Sagicor that comprise the Jewel Grande Montego Bay Resort & Spa.

<sup>(4)</sup> Owned by a third party.

**Item 3. Legal Proceedings.**

In the ordinary course of our business, we are subject to claims and administrative proceedings, none of which we believe are material or would be expected to have, individually or in the aggregate, a material adverse effect on our financial condition, cash flows or results of operations. The outcome of claims, lawsuits and legal proceedings brought against us, however, is subject to significant uncertainties. Refer to Note 8 to our financial statements included in “Item 8. *Financial Statements and Supplementary Data*” of this Form 10-K for a more detailed description of such proceedings and contingencies.

**Item 4. Mine Safety Disclosures.**

Not Applicable.

**PART II****Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our ordinary shares have been traded on NASDAQ under the symbol “PLYA” since March 13, 2017.

**Shareholder Information**

As of February 21, 2020, we had 129,173,961 ordinary shares outstanding that were held by approximately 37 shareholders of record, which does not include Depository Trust Company participants, beneficial owners holding shares through nominee names or our employees holding restricted shares granted pursuant to our 2017 Omnibus Incentive Plan that have not vested.

**Dividend Policy**

We have never paid cash dividends on our ordinary shares and we do not anticipate paying cash dividends in the foreseeable future. In addition, payments of dividends are restricted by our Senior Secured Credit Facility. We currently intend to retain any earnings for future operations and expansion. Any future determination to pay dividends will be at the discretion of shareholders at a General Meeting, subject to a proposal from our Board, and will depend on our actual and projected financial condition, liquidity and results of operations, capital requirements, prohibitions and other restrictions contained in current or future financing instruments and applicable law, and such other factors as our Board deems relevant.

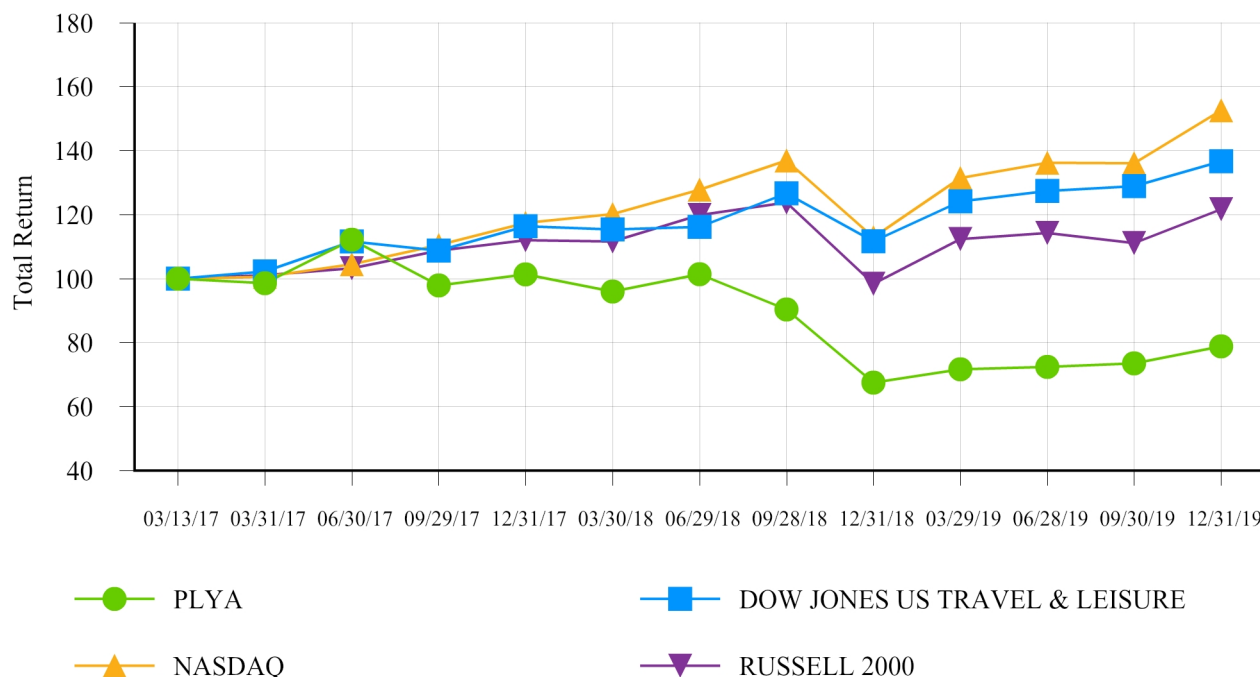
**Securities Authorized for Issuance Under Equity Compensation Plan**

The following table sets forth information regarding securities authorized for issuance under our equity compensation plan, our 2017 Omnibus Incentive Plan, as of December 31, 2019. See Note 12 to the accompanying Consolidated Financial Statements for additional information regarding our 2017 Omnibus Incentive Plan.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining for future issuance under equity compensation plans</b>
Equity compensation plans approved by security holders	—	—	7,665,750
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>—</b>	<b>—</b>	<b>7,665,750</b>

## Performance Graph

The graph below compares the cumulative total return for our ordinary shares from March 13, 2017 through December 31, 2019 with the comparable cumulative return of three indices: the Dow Jones United States Travel and Leisure Index (“DOW JONES US TRAVEL & LEISURE”), the NASDAQ Composite Index (“NASDAQ”), and the Russell 2000 Index (“RUSSELL 2000”). The graph assumes \$100 invested on March 13, 2017 in our ordinary shares and the three indices presented.



## Unregistered Sales of Equity Securities and Use of Proceeds

None.

## Issuer Purchases of Equity Securities

The following table sets forth information regarding our purchases of our ordinary shares during the quarter ended December 31, 2019:

	Total number of shares purchased	Average price paid per share <sup>(1)</sup>	Total number of shares purchased as part of publicly announced program <sup>(2)</sup>	Maximum approximate dollar value of shares that may yet be purchased under the program <sup>(2)</sup> (\$ in thousands)
October 1, 2019 to October 31, 2019	139,649	\$ 7.74	139,649	\$ 88,298
November 1, 2019 to November 30, 2019	184,119	7.47	184,119	86,923
December 1, 2019 to December 31, 2019	118,535	7.85	118,535	85,992
<b>Total</b>	<b>442,303</b>	<b>\$ 7.66</b>	<b>442,303</b>	<b>\$ 85,992</b>

<sup>(1)</sup> The average price paid per share and maximum approximate dollar value of shares disclosed above include broker commissions.

<sup>(2)</sup> In December 2018, our Board of Directors authorized the repurchase of up to \$100.0 million of its outstanding ordinary shares as market conditions and our liquidity warrant. The repurchase program is subject to certain limitations under Dutch law, including existing repurchase authorization granted by our shareholders. Repurchases may be made from time to time in the open market, in privately negotiated transactions or by other means (including Rule 10b5-1 trading plans). Depending on market conditions and other factors, these repurchases may be commenced or suspended from time to time without prior notice.

## Item 6. Selected Financial Data.

The following table includes selected historical financial information which has been derived from the audited Consolidated Financial Statements. The following information should be read in conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Item 8. Financial Statements and Supplementary Data” and all of the financial statements and notes included elsewhere in this Annual Report on Form 10-K.

*Consolidated Statement of Operations Data (\$ in thousands, except per share data):*

	Year Ended December 31,				
	2019	2018 <sup>(1)</sup>	2017	2016	2015
Total revenue	\$ 636,477	\$ 617,013	\$ 559,545	\$ 521,491	\$ 408,345
Operating income	\$ 25,710	\$ 90,597	\$ 88,669	\$ 84,631	\$ 58,692
Net (loss) income	\$ (4,357)	\$ 18,977	\$ (241)	\$ 20,216	\$ 9,711
Net (loss) income available to ordinary shareholders	\$ (4,357)	\$ 18,977	\$ (9,042)	\$ (23,460)	\$ (29,946)
(Losses) earnings per share - Basic <sup>(2)</sup>	\$ (0.03)	\$ 0.16	\$ (0.09)	\$ (0.46)	\$ (0.59)
(Losses) earnings per share - Diluted <sup>(2)</sup>	\$ (0.03)	\$ 0.16	\$ (0.09)	\$ (0.46)	\$ (0.59)

<sup>(1)</sup> Includes the results of operations of the Sagicor Assets (as defined in Note 4 of the Consolidated Financial Statements included herein) acquired in the business combination with certain companies affiliated with Sagicor Group Jamaica Limited.

<sup>(2)</sup> As a result of the Pace Business Combination further described in Note 4 of the Consolidated Financial Statements included herein, the number of ordinary shares attributable to our Predecessor shareholders is reflected retroactively to the earliest period presented. Accordingly, the weighted-average number of shares outstanding was adjusted for the retrospective application of the recapitalization for all periods prior to 2017.

*Consolidated Balance Sheet Data (\$ in thousands):*

	Year Ended December 31,				
	2019	2018 <sup>(1)</sup>	2017	2016	2015
Property and equipment, net	\$ 1,929,914	\$ 1,808,412	\$ 1,466,326	\$ 1,400,317	\$ 1,432,855
Cash and cash equivalents	\$ 20,931	\$ 116,353	\$ 117,229	\$ 33,512	\$ 35,460
Total assets	\$ 2,196,964	\$ 2,135,158	\$ 1,737,823	\$ 1,590,890	\$ 1,644,024
Total debt	\$ 1,040,658	\$ 989,387	\$ 898,215	\$ 828,317	\$ 828,438
Total liabilities	\$ 1,387,313	\$ 1,295,317	\$ 1,138,274	\$ 1,074,336	\$ 1,098,034
Cumulative redeemable preferred shares	\$ —	\$ —	\$ —	\$ 345,951	\$ 352,275
Total equity (excluding preferred shares)	\$ 809,651	\$ 839,841	\$ 599,549	\$ 170,603	\$ 193,715

<sup>(1)</sup> Includes the Sagicor Assets.

*Consolidated Statement of Cash Flow Data (\$ in thousands):*

	Year Ended December 31,				
	2019	2018 <sup>(1)</sup>	2017	2016	2015
<b>Net cash provided by (used in):</b>					
Operating activities	\$ 72,188	\$ 114,430	\$ 64,191	\$ 76,181	\$ 30,799
Investing activities	\$ (203,816)	\$ (204,586)	\$ (109,829)	\$ (19,046)	\$ (104,147)
Financing activities	\$ 36,206	\$ 89,280	\$ 119,704	\$ (55,815)	\$ 69,662
Capital expenditures	\$ (208,970)	\$ (110,851)	\$ (106,230)	\$ (19,262)	\$ (119,704)

<sup>(1)</sup> Includes the results of operations of the Sagicor Assets.

## Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Any reference in this Management’s Discussion and Analysis of Financial Condition and Results of Operations to our financial condition and results of operations prior to the Pace Business Combination on March 11, 2017 refer to the financial condition and results of operations of our Predecessor, Playa Hotels & Resorts B.V.

*This section of this Annual Report on Form 10-K generally discusses 2019 and 2018 items and year-to-year comparisons between 2019 and 2018. Discussions of 2017 items and year-to-year comparisons between 2018 and 2017 that are not included in this Annual Report on Form 10-K can be found in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018.*

## **Overview**

Playa is a leading owner, operator and developer of all-inclusive resorts in prime beachfront locations in popular vacation destinations in Mexico and the Caribbean. As of December 31, 2019, Playa owned and/or managed a total portfolio consisting of 23 resorts (8,690 rooms) located in Mexico, Jamaica, and the Dominican Republic. In Mexico, Playa owns and manages Hyatt Zilara Cancún, Hyatt Ziva Cancún, Panama Jack Resorts Cancún, Panama Jack Resorts Playa del Carmen, Hilton Playa del Carmen All-Inclusive Resort, Hyatt Ziva Puerto Vallarta and Hyatt Ziva Los Cabos. In Jamaica, Playa owns and manages Hyatt Zilara Rose Hall, Hyatt Ziva Rose Hall, Hilton Rose Hall Resort & Spa, Jewel Dunn’s River Beach Resort & Spa, Jewel Grande Montego Bay Resort & Spa, Jewel Runaway Bay Beach Resort & Waterpark and Jewel Paradise Cove Beach Resort & Spa. In the Dominican Republic, Playa owns and manages the Hilton La Romana All-Inclusive Family Resort, the Hilton La Romana All-Inclusive Adult Resort, Hyatt Zilara Cap Cana and Hyatt Ziva Cap Cana. Playa also owns four resorts in Mexico and the Dominican Republic that are managed by a third party and Playa manages the Sanctuary Cap Cana in the Dominican Republic. We believe that the resorts we own and manage are among the finest all-inclusive resorts in the markets they serve. All of our resorts offer guests luxury accommodations, noteworthy architecture, extensive on-site activities and multiple food and beverage options. Our guests also have the opportunity to purchase upgrades from us such as premium rooms, dining experiences, wines and spirits and spa packages.

For the year ended December 31, 2019, we generated a net loss of \$4.4 million, total revenue of \$636.5 million, Net Package RevPAR of \$198.28 and Adjusted EBITDA of \$150.7 million. For the year ended December 31, 2018, we generated net income of \$19.0 million, total revenue of \$617.0 million, Net Package RevPAR of \$205.83 and Adjusted EBITDA of \$179.0 million. For discussions of Adjusted EBITDA and reconciliation to the most comparable U.S. GAAP financial measures, see “Key Indicators of Financial and Operating Performance” and “Non-U.S. GAAP Financial Measures,” below.

## Results of Operations

### Years Ended December 31, 2019 and 2018

The following table summarizes our results of operations on a consolidated basis for the years ended December 31, 2019 and 2018 (\$ in thousands):

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
<b>Revenue</b>				
Package	\$ 538,088	\$ 532,090	\$ 5,998	1.1 %
Non-package	90,157	83,190	6,967	8.4 %
Management fees	1,820	755	1,065	141.1 %
Cost reimbursements	6,412	978	5,434	555.6 %
Total revenue	636,477	617,013	19,464	3.2 %
<b>Direct and selling, general and administrative expenses</b>				
Direct	369,050	340,080	28,970	8.5 %
Selling, general and administrative	125,788	115,975	9,813	8.5 %
Pre-opening	1,452	321	1,131	352.3 %
Depreciation and amortization	101,897	73,278	28,619	39.1 %
Reimbursed costs	6,412	978	5,434	555.6 %
Impairment loss	6,168	—	6,168	100.0 %
Gain on insurance proceeds	—	(4,216)	4,216	(100.0)%
Direct and selling, general and administrative expenses	610,767	526,416	84,351	16.0 %
Operating income	25,710	90,597	(64,887)	(71.6)%
Interest expense	(44,087)	(62,243)	18,156	(29.2)%
Other (expense) income	(3,200)	2,822	(6,022)	(213.4)%
Net (loss) income before tax	(21,577)	31,176	(52,753)	(169.2)%
Income tax benefit (provision)	17,220	(12,199)	29,419	(241.2)%
<b>Net (loss) income</b>	<b>\$ (4,357)</b>	<b>\$ 18,977</b>	<b>\$ (23,334)</b>	<b>(123.0)%</b>

The tables below set forth information with respect to our Occupancy, Net Package ADR, Net Package RevPAR, Net Package Revenue, Net Non-package Revenue, Management Fee Revenue, Total Net Revenue, Adjusted EBITDA and Adjusted EBITDA Margin. For a description of these operating metrics and non-U.S. GAAP measures, see “Key Indicators of Financial and Operating Performance,” below.

Our comparable portfolio for the year ended December 31, 2019 excludes the following resorts: Hilton La Romana All-Inclusive Resort and Hilton Playa del Carmen All-Inclusive Resort, which were under renovation in 2019, Hilton Rose Hall Resort & Spa, Jewel Runaway Bay Beach Resort & Waterpark, Jewel Dunn’s River Beach Resort & Spa, Jewel Paradise Cove Beach Resort & Spa and Jewel Grande Montego Bay Resort & Spa, which were acquired on June 1, 2018, and Hyatt Ziva and Hyatt Zilara Cap Cana, a ground-up development opened during November 2019.

### ***Total Portfolio***

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
Occupancy	77.3%	81.8%	(4.5)pts	(5.5)%
Net Package ADR	\$ 256.53	\$ 251.76	\$ 4.77	1.9 %
Net Package RevPAR	\$ 198.28	\$ 205.83	\$ (7.55)	(3.7)%
(\$ in thousands)				
Net Package Revenue	\$ 517,592	\$ 514,810	\$ 2,782	0.5 %
Net Non-package Revenue	87,779	83,044	4,735	5.7 %
Management Fee Revenue	1,820	755	1,065	141.1 %
Total Net Revenue	607,191	598,609	8,582	1.4 %
Adjusted EBITDA	\$ 150,694	\$ 179,031	\$ (28,337)	(15.8)%
Adjusted EBITDA Margin	24.8%	29.9%	(5.1)pts	(17.1)%

### ***Comparable Portfolio***

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
Occupancy	79.3%	82.0%	(2.7)pts	(3.3)%
Net Package ADR	\$ 264.63	\$ 264.71	\$ (0.08)	— %
Net Package RevPAR	\$ 209.84	\$ 217.12	\$ (7.28)	(3.4)%
(\$ in thousands)				
Net Package Revenue	\$ 372,458	\$ 385,224	\$ (12,766)	(3.3)%
Net Non-package Revenue	62,459	63,419	(960)	(1.5)%
Management Fee Revenue	1,820	755	1,065	141.1 %
Total Net Revenue	436,737	449,398	(12,661)	(2.8)%
Adjusted EBITDA	\$ 112,436	\$ 128,790	\$ (16,354)	(12.7)%
Adjusted EBITDA Margin	25.7%	28.7%	(3.0)pts	(10.5)%

### ***Total Revenue and Total Net Revenue***

Our total revenue for the year ended December 31, 2019 increased \$19.5 million, or 3.2%, compared to the year ended December 31, 2018. Our Total Net Revenue for the year ended December 31, 2019 increased \$8.6 million, or 1.4%, compared to the year ended December 31, 2018. This increase was driven primarily by an increase in Net Package Revenue of \$2.8 million, or 0.5%, and an increase in Net Non-package Revenue of \$4.7 million, or 5.7%. Our non-comparable portfolio, which accounted for a \$21.2 million increase over comparable periods, was the primary driver for the increase in Total Net Revenue.



The following table shows a reconciliation of comparable Net Package Revenue, Net Non-package Revenue, Management Fee Revenue and Total Net Revenue to total revenue for the years ended December 31, 2019 and 2018 (\$ in thousands):

	Year Ended December 31,		Increase/Decrease	
	2019	2018	Change	% Change
<b>Net Package Revenue</b>				
Comparable Net Package Revenue	\$ 372,458	\$ 385,224	\$ (12,766)	(3.3)%
Non-comparable Net Package Revenue	145,134	129,586	15,548	12.0 %
<b>Net Package Revenue</b>	<b>517,592</b>	<b>514,810</b>	<b>2,782</b>	<b>0.5 %</b>
<b>Net Non-package Revenue</b>				
Comparable Net Non-package Revenue	62,459	63,419	(960)	(1.5)%
Non-comparable Net Non-package Revenue	25,320	19,625	5,695	29.0 %
<b>Net Non-package Revenue</b>	<b>87,779</b>	<b>83,044</b>	<b>4,735</b>	<b>5.7 %</b>
<b>Management Fee Revenue</b>				
Comparable Management Fee Revenue	1,820	755	1,065	141.1 %
Non-comparable Management Fee Revenue	—	—	—	— %
<b>Management Fee Revenue</b>	<b>1,820</b>	<b>755</b>	<b>1,065</b>	<b>141.1 %</b>
<b>Total Net Revenue</b>				
Comparable Total Net Revenue	436,737	449,398	(12,661)	(2.8)%
Non-comparable Total Net Revenue	170,454	149,211	21,243	14.2 %
<b>Total Net Revenue</b>	<b>607,191</b>	<b>598,609</b>	<b>8,582</b>	<b>1.4 %</b>
Compulsory tips	22,874	17,426	5,448	31.3 %
Cost Reimbursements	6,412	978	5,434	555.6 %
<b>Total revenue</b>	<b>\$ 636,477</b>	<b>\$ 617,013</b>	<b>\$ 19,464</b>	<b>3.2 %</b>

### *Direct Expenses*

The following table shows a reconciliation of our direct expenses to Net Direct Expenses for the years ended December 31, 2019 and 2018 (\$ in thousands):

	Year Ended December 31,		Increase/Decrease	
	2019	2018	Change	% Change
Direct expenses	\$ 369,050	\$ 340,080	\$ 28,970	8.5 %
Less: compulsory tips	22,874	17,426	5,448	31.3 %
<b>Net Direct Expenses</b>	<b>\$ 346,176</b>	<b>\$ 322,654</b>	<b>\$ 23,522</b>	<b>7.3%</b>

Our direct expenses include resort expenses, such as food and beverage, salaries and wages, utilities and other ongoing operational expenses. Our Net Direct Expenses for the year ended December 31, 2019 were \$346.2 million, or 57.0%, of Total Net Revenue. Our Net Direct Expenses for the year ended December 31, 2018 were \$322.7 million, or 53.9%, of Total Net Revenue.

Net Direct Expenses for the year ended December 31, 2019 increased \$23.5 million, or 7.3%, compared to the year ended December 31, 2018. Net Direct Expenses increased primarily due to the acquisition of the Sagor Assets, which accounted for \$31.7 million, and the opening of the Hyatt Ziva and Hyatt Zilara Cap Cana, which accounted for \$4.9 million of the change. This increase was partially offset by a decrease of \$12.1 million due to our development projects under renovation at Hilton La Romana All-Inclusive Resort and Hilton Playa del Carmen All-Inclusive Resort. Direct operating expenses fluctuate based on various factors, including changes in occupancy, labor costs, utilities, repair and maintenance costs and license and property taxes.

Net Direct Expenses consists of the following (\$ in thousands):

***Total Portfolio***

	Year Ended December 31,		Increase/Decrease	
	2019	2018	Change	% Change
Food and beverages	\$ 84,564	\$ 79,445	\$ 5,119	6.4 %
Salary and wages	130,882	117,209	13,673	11.7 %
Repairs and maintenance	17,136	15,826	1,310	8.3 %
Utilities and sewerage	37,791	35,344	2,447	6.9 %
Licenses and property taxes	3,010	3,118	(108)	(3.5)%
Incentive and management fees	6,366	10,848	(4,482)	(41.3)%
Franchise/license fees	21,881	18,839	3,042	16.1 %
Transportation and travel expenses	4,825	4,464	361	8.1 %
Laundry and cleaning expenses	4,753	4,322	431	10.0 %
Property and equipment rental expense	3,305	5,169	(1,864)	(36.1)%
Entertainment expenses and decoration	7,684	7,336	348	4.7 %
Office supplies	1,511	2,346	(835)	(35.6)%
Other operational expenses	22,468	18,388	4,080	22.2 %
<b>Total Net Direct Expenses</b>	<b>\$ 346,176</b>	<b>\$ 322,654</b>	<b>\$ 23,522</b>	<b>7.3 %</b>

***Comparable Portfolio***

	Year Ended December 31,		Increase/Decrease	
	2019	2018	Change	% Change
Food and beverages	\$ 54,921	\$ 56,291	\$ (1,370)	(2.4) %
Resort salary and wages	102,927	99,352	3,575	3.6 %
Repairs and maintenance	11,105	11,027	78	0.7 %
Utility expenses	24,583	24,257	326	1.3 %
Licenses and property taxes	1,822	1,729	93	5.4 %
Incentive and management fees	6,463	7,927	(1,464)	(18.5) %
Franchise/license fees	17,421	16,298	1,123	6.9 %
Transportation and travel expenses	3,471	3,190	281	8.8 %
Laundry and cleaning expenses	2,481	2,620	(139)	(5.3) %
Property and equipment rental expense	2,516	4,244	(1,728)	(40.7) %
Entertainment expenses	6,231	5,981	250	4.2 %
Office supplies	1,183	1,967	(784)	(39.9) %
Other operational expenses	12,398	13,567	(1,169)	(8.6) %
<b>Total Net Direct Expenses</b>	<b>\$ 247,522</b>	<b>\$ 248,450</b>	<b>\$ (928)</b>	<b>(0.4) %</b>

***Selling, General and Administrative Expenses***

Our selling, general and administrative expenses for the year ended December 31, 2019 increased \$9.8 million, or 8.5%, compared to the year ended December 31, 2018. This increase was primarily driven by the acquisition of the Sagicor Assets, which accounted for a \$7.8 million increase, and a \$2.7 million increase in share based compensation.

### ***Depreciation and Amortization Expense***

Our depreciation and amortization expense for the year ended December 31, 2019 increased \$28.6 million, or 39.1%, compared to the year ended December 31, 2018. This increase was primarily due to the acquisition of the Sagicor Assets and the opening of Hyatt Ziva and Hyatt Zilara Cap Cana, which together accounted for \$9.3 million of the increase, and an \$18.8 million increase in depreciation from renovations at the Hilton La Romana All-Inclusive Resort and Hilton Playa del Carmen All-Inclusive Resort, which included accelerated depreciation on asset disposals.

### ***Impairment Loss***

We recorded an impairment loss of \$6.2 million for the year ended December 31, 2019 due to the loss recognized on the goodwill of our Panama Jack Playa del Carmen reporting unit during the fourth quarter of 2019. During the year ended December 31, 2018, we did not record any impairment loss.

### ***Interest Expense***

Our interest expense for the year ended December 31, 2019 decreased \$18.2 million, or 29.2%, as compared to the year ended December 31, 2018. The decrease in interest expense was primarily driven by a \$13.2 million decrease due to the change in accounting for our interest rate swaps. In March 2019, we elected to adopt hedge accounting and designate our interest rate swaps as cash flow hedges. After the adoption of hedge accounting, we recorded the change in fair value of our interest rate swaps through other comprehensive (loss) income. Prior to our adoption of hedge accounting, the change in fair value of our interest rate swaps was recognized through interest expense. Additionally, we had a \$7.9 million reduction in interest expense due to capitalized interest from Hilton La Romana All-Inclusive Resort, Hilton Playa del Carmen All-Inclusive Resort and Hyatt Ziva and Hyatt Zilara Cap Cana renovation projects. The decrease was partially offset by an additional \$2.3 million in interest expense related to the issuance of the \$100.0 million add-on to our Term Loan in 2018 to fund the business combination with Sagicor and \$0.5 million in interest paid on our Revolving Credit Facility.

Cash interest paid, excluding the effects of capitalized interest, decreased \$2.5 million for the year ended December 31, 2019 as compared to the year ended December 31, 2018. Cash interest paid on our Term Loan decreased \$4.1 million over the comparable period due to the interest paid in the first half of 2018 included cash interest for November and December of 2017. Prior to the Second Amendment of our Senior Secured Credit Facility, interest was paid quarterly. This decrease was partially offset by an increase in interest paid of \$1.1 million due primarily to the issuance of the \$100.0 million add-on to our Term Loan to fund the business combination with Sagicor and \$0.5 million increase in interest paid on our Revolving Credit Facility.

### ***Income Tax Benefit***

The income tax benefit for the year ended December 31, 2019 was \$17.2 million, an increase of \$29.4 million compared to the year ended December 31, 2018, during which period we reported an income tax provision of \$12.2 million. The increased income tax benefit in the year ended December 31, 2019 was driven primarily by a \$13.1 million due to decreased book income, a \$17.7 million benefit related to the measurement of the Dutch deferred tax assets and liabilities pursuant to the Dutch tax rate change and a \$10.9 million tax benefit related to the decrease in our valuation allowance. The increase in the income tax benefit was partially offset by an increased tax expense of \$6.2 million associated with other book tax difference, \$2.8 million from the rate-favorable jurisdictions and \$2.5 million associated with foreign exchange rate fluctuations.

### **Key Indicators of Financial and Operating Performance**

We use a variety of financial and other information to monitor the financial and operating performance of our business. Some of this is financial information prepared in accordance with U.S. GAAP, while other information, though financial in nature, is not prepared in accordance with U.S. GAAP. For reconciliations of non-U.S. GAAP financial measures to the most comparable U.S. GAAP financial measure, see “Non-U.S. GAAP Financial Measures.” Our management also uses other information that is not financial in nature, including statistical information and comparative data that are commonly used within the lodging industry to evaluate the financial and operating performance of our portfolio. Our management uses this information to measure the performance of our segments and consolidated portfolio. We use this information for planning and monitoring our business, as well as in determining management and employee compensation. These key indicators include:

- Net Package Revenue
- Net Non-package Revenue
- Owned Net Revenue

- Management Fee Revenue
- Total Net Revenue
- Occupancy
- Net Package ADR
- Net Package RevPAR
- Adjusted EBITDA
- Adjusted EBITDA Margin
- Owned Resort EBITDA
- Owned Resort EBITDA Margin
- Comparable Non-U.S. GAAP Measures

***Net Package Revenue, Net Non-package Revenue, Owned Net Revenue, Management Fee Revenue, Cost Reimbursements, Total Net Revenue and Net Direct Expenses***

“Net Package Revenue” is derived from the sale of all-inclusive packages, which include room accommodations, food and beverage services, kids club and entertainment activities, net of compulsory tips paid to employees. Government mandated compulsory tips in the Dominican Republic are not included in this adjustment, as they are already excluded from revenue. Revenue is recognized, net of discounts and rebates, when the rooms are occupied and/or the relevant services have been rendered. Advance deposits received from guests are deferred and included in trade and other payables until the rooms are occupied and/or the relevant services have been rendered, at which point the revenue is recognized.

“Net Non-package Revenue” represents all other revenues earned from the operations of our resorts, other than Net Package Revenue, net of compulsory tips paid to employees. Government mandated compulsory tips in the Dominican Republic are not included in this adjustment, as they are already excluded from revenue. Net Non-package Revenue includes revenue associated with guests' purchases of upgrades, premium services and amenities, such as premium rooms, dining experiences, wines and spirits and spa packages, which are not included in the all-inclusive package. Revenue not included in a guest's all-inclusive package is recognized when the goods are consumed.

“Owned Net Revenue” represents Net Package Revenue and Net Non-Package Revenue. Owned Net Revenue represents a key indicator to assess the overall performance of our business and analyze trends, such as consumer demand, brand preference and competition. In analyzing our Owned Net Revenues, our management differentiates between Net Package Revenue and Net Non-package Revenue. Guests at our resorts purchase packages at stated rates, which include room accommodations, food and beverage services and entertainment activities, in contrast to other lodging business models, which typically only include the room accommodations in the stated rate. The amenities at all-inclusive resorts typically include a variety of buffet and á la carte restaurants, bars, activities, and shows and entertainment throughout the day.

“Management Fee Revenue” is derived from fees earned for managing hotels owned by third-parties. The fees earned are typically composed of a base fee, which is computed as a percentage of resort revenue, and an incentive fee, which is computed as a percentage of resort profitability. Management Fee Revenue was immaterial to our operations for the years ended December 31, 2019, 2018 and 2017, but we expect Management Fee Revenue to be a more relevant indicator to assess the overall performance of our business in the future as we enter into more management contracts.

“Total Net Revenue” represents Net Package Revenue, Net Non-package Revenue and Management Fee Revenue. “Cost Reimbursements” is excluded from Total Net Revenue as it is not considered a key indicator of financial and operating performance. Cost reimbursements is derived from the reimbursement of certain costs incurred by Playa on behalf of resorts managed by Playa and owned by third parties. This revenue is fully offset by reimbursable costs and has no net impact on operating income or net income.

“Net Direct Expenses” represents direct expenses, net of compulsory tips paid to employees.

***Occupancy***

“Occupancy” represents the total number of rooms sold for a period divided by the total number of rooms available during such period. The total number of rooms available excludes any rooms considered “Out of Order” due to renovation or a temporary problem rendering them inadequate for occupancy for an extended period of time. Occupancy is a useful measure of the utilization of a resort's total available capacity and can be used to gauge demand at a specific resort or group of properties during a given period. Occupancy

levels also enable us to optimize Net Package ADR (as defined below) by increasing or decreasing the stated rate for our all-inclusive packages as demand for a resort increases or decreases.

### ***Net Package ADR***

“Net Package ADR” represents total Net Package Revenue for a period divided by the total number of rooms sold during such period. Net Package ADR trends and patterns provide useful information concerning the pricing environment and the nature of the guest base of our portfolio or comparable portfolio, as applicable. Net Package ADR is a commonly used performance measure in the all-inclusive segment of the lodging industry, and is commonly used to assess the stated rates that guests are willing to pay through various distribution channels.

### ***Net Package RevPAR***

“Net Package RevPAR” is the product of Net Package ADR and the average daily occupancy percentage. Net Package RevPAR does not reflect the impact of non-package revenue. Although Net Package RevPAR does not include this additional revenue, it generally is considered the key performance measure in the all-inclusive segment of the lodging industry to identify trend information with respect to net room revenue produced by our portfolio or comparable portfolio, as applicable, and to evaluate operating performance on a consolidated basis or a regional basis, as applicable.

### ***EBITDA, Adjusted EBITDA, Owned Resort EBITDA, Owned Resort EBITDA Margin and Adjusted EBITDA Margin***

We define EBITDA, a non-U.S. GAAP financial measure, as net income (loss), determined in accordance with U.S. GAAP, for the period presented, before interest expense, income tax and depreciation and amortization expense. We define Adjusted EBITDA, a non-U.S. GAAP financial measure, as EBITDA further adjusted to exclude the following items:

- Other (expense) income
- Pre-opening expense
- Transaction expenses
- Severance expense
- Other tax expense
- Gain on property damage insurance proceeds
- Share-based compensation
- Loss on extinguishment of debt
- Other items which may include, but are not limited to the following: management contract termination fees; gains or losses from legal settlements; repairs from hurricanes and tropical storms; impairment losses and Jamaica delayed opening accrual reversals.

We include the non-service cost components of net periodic pension cost recorded within other (expense) income in the Consolidated Statements of Operations in calculating Adjusted EBITDA as they are considered part of our ongoing resort operations.

“Owned Resort EBITDA” represents Adjusted EBITDA before corporate expenses and Management Fee Revenue.

“Owned Resort EBITDA Margin” represents Owned Resort EBITDA as a percentage of Owned Net Revenue.

“Adjusted EBITDA Margin” represents Adjusted EBITDA as a percentage of Total Net Revenue.

### ***Non-U.S. GAAP Measures***

Net Package Revenue, Net Non-package Revenue, Owned Net Revenue, Total Net Revenue, Net Package ADR, Net Package RevPAR and Net Direct Expenses are all useful to investors as they more accurately reflect our operating results by excluding compulsory tips. These tips have a margin of zero and do not represent our operating results.

We also believe that Adjusted EBITDA is useful to investors for two principal reasons. First, we believe Adjusted EBITDA assists investors in comparing our performance over various reporting periods on a consistent basis by removing from our operating results the impact of items that do not reflect our core operating performance. For example, changes in foreign exchange rates (which are the principal driver of changes in other expense), and expenses related to capital raising, strategic initiatives and other corporate

initiatives, such as expansion into new markets (which are the principal drivers of changes in transaction expenses), are not indicative of the operating performance of our resorts. The other adjustments included in our definition of Adjusted EBITDA relate to items that occur infrequently and therefore would obstruct the comparability of our operating results over reporting periods. For example, revenue from insurance policies, other than business interruption insurance policies, is infrequent in nature, and we believe excluding these expense and revenue items permits investors to better evaluate the core operating performance of our resorts over time. We believe Adjusted EBITDA Margin provides our investors a useful measurement of operating profitability for the same reasons we find Adjusted EBITDA useful.

The second principal reason that we believe Adjusted EBITDA is useful to investors is that it is considered a key performance indicator by our board of directors (our “Board”) and management. In addition, the compensation committee of our Board determines the annual variable compensation for certain members of our management based, in part, on consolidated Adjusted EBITDA. We believe that Adjusted EBITDA is useful to investors because it provides investors with information utilized by our Board and management to assess our performance and may (subject to the limitations described below) enable investors to compare the performance of our portfolio to our competitors.

Our non-U.S. GAAP financial measures are not substitutes for revenue, net income or any other measure determined in accordance with U.S. GAAP. There are limitations to the utility of non-U.S. GAAP financial measures, such as Adjusted EBITDA. For example, other companies in our industry may define Adjusted EBITDA differently than we do. As a result, it may be difficult to use Adjusted EBITDA or similarly named non-U.S. GAAP financial measures that other companies publish to compare the performance of those companies to our performance. Because of these limitations, our non-U.S. GAAP financial measures should not be considered as a measure of the income or loss generated by our business or discretionary cash available for investment in our business, and investors should carefully consider our U.S. GAAP results presented.

For a reconciliation of EBITDA, Adjusted EBITDA and Owned Resort EBITDA to net (loss) income as computed under U.S. GAAP, see “Non-U.S. GAAP Financial Measures.”

#### ***Comparable Non-U.S. GAAP Measures***

We believe that presenting Adjusted EBITDA, Total Net Revenue, Net Package Revenue, Net Non-package Revenue and Net Direct Expenses on a comparable basis is useful to investors because these measures include only the results of resorts owned and in operation for the entirety of the periods presented and thereby eliminate disparities in results due to the acquisition or disposition of resorts or the impact of resort closures or re-openings in connection with redevelopment or renovation projects. As a result, we believe these measures provide more consistent metrics for comparing the performance of our operating resorts. We calculate Comparable Adjusted EBITDA, Comparable Total Net Revenue, Comparable Net Package Revenue and Comparable Net Non-package Revenue as the total amount of each respective measure less amounts attributable to non-comparable resorts, by which we mean resorts that were not owned or in operation during some or all of the relevant reporting period.

Our comparable portfolio for the year ended December 31, 2019 excludes the following resorts: Hilton La Romana All-Inclusive Resort and Hilton Playa del Carmen All-Inclusive Resort, which were under renovation, Hilton Rose Hall Resort & Spa, Jewel Runaway Bay Beach Resort & Waterpark, Jewel Dunn’s River Beach Resort & Spa, Jewel Paradise Cove Beach Resort & Spa and Jewel Grande Montego Bay Resort & Spa, which were acquired on June 1, 2018, and Hyatt Ziva and Hyatt Zilara Cap Cana, a ground-up development opened during November 2019.

A reconciliation of net income as computed under U.S. GAAP to comparable Adjusted EBITDA is presented in “Non-U.S. GAAP Financial Measures,” below. For a reconciliation of Comparable Net Package Revenue, Comparable Net Non-package Revenue, Comparable Management Fee Revenue and Comparable Total Net Revenue to total revenue as computed under U.S. GAAP, see “Results of Operations.”

## Segment Results

### Years Ended December 31, 2019 and 2018

We evaluate our business segment operating performance using segment Owned Net Revenue and segment Owned Resort EBITDA. The following tables summarize segment Owned Net Revenue and segment Owned Resort EBITDA for the years ended December 31, 2019 and 2018 (\$ in thousands):

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
<b>Owned Net Revenue</b>				
Yucatán Peninsula	\$ 235,788	\$ 259,393	\$ (23,605)	(9.1)%
Pacific Coast	85,219	86,317	(1,098)	(1.3)%
Dominican Republic	90,783	125,137	(34,354)	(27.5)%
Jamaica	193,558	126,702	66,856	52.8 %
<b>Segment Owned Net Revenue</b>	<b>605,348</b>	<b>597,549</b>	<b>7,799</b>	<b>1.3 %</b>
Other	23	305	(282)	(92.5)%
Management Fee Revenue	1,820	755	1,065	141.1 %
<b>Total Net Revenue</b>	<b>\$ 607,191</b>	<b>\$ 598,609</b>	<b>\$ 8,582</b>	<b>1.4 %</b>

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
<b>Owned Resort EBITDA</b>				
Yucatán Peninsula	\$ 82,534	\$ 107,884	\$ (25,350)	(23.5)%
Pacific Coast	31,618	31,038	580	1.9 %
Dominican Republic	16,596	41,228	(24,632)	(59.7)%
Jamaica	55,175	32,912	22,263	67.6 %
<b>Segment Owned Resort EBITDA</b>	<b>185,923</b>	<b>213,062</b>	<b>(27,139)</b>	<b>(12.7)%</b>
Other corporate	(37,049)	(34,786)	(2,263)	6.5 %
Management Fee Revenue	1,820	755	1,065	141.1 %
<b>Total Adjusted EBITDA</b>	<b>\$ 150,694</b>	<b>\$ 179,031</b>	<b>\$ (28,337)</b>	<b>(15.8)%</b>

For a reconciliation of segment Owned Net Revenue and segment Owned Resort EBITDA to total revenue and net income, respectively, each as computed under U.S. GAAP, see Note 20 to our Consolidated Financial Statements.

## ***Yucatán Peninsula***

The following tables set forth information with respect to our Occupancy, Net Package ADR, Net Package RevPAR, Net Package Revenue, Net Non-package Revenue, Owned Net Revenue, Owned Resort EBITDA and Owned Resort EBITDA Margin for our Yucatán Peninsula segment for the years ended December 31, 2019 and 2018 for the total segment portfolio and comparable segment portfolio:

### ***Total Portfolio***

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
Occupancy	84.9%	86.2%	(1.3)pts	(1.5)%
Net Package ADR	\$ 256.81	\$ 269.49	\$ (12.68)	(4.7)%
Net Package RevPAR	\$ 218.14	\$ 232.35	\$ (14.21)	(6.1)%
(\$ in thousands)				
Net Package Revenue	\$ 205,813	\$ 229,660	\$ (23,847)	(10.4)%
Net Non-package Revenue	29,975	29,733	242	0.8 %
Owned Net Revenue	235,788	259,393	(23,605)	(9.1)%
Owned Resort EBITDA	\$ 82,534	\$ 107,884	\$ (25,350)	(23.5)%
Owned Resort EBITDA Margin	35.0%	41.6%	(6.6)pts	(15.9)%

### ***Comparable Portfolio***

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
Occupancy	85.5%	86.5%	(1.0)pts	(1.2)%
Net Package ADR	\$ 256.94	\$ 267.50	\$ (10.56)	(3.9)%
Net Package RevPAR	\$ 219.58	\$ 231.43	\$ (11.85)	(5.1)%
(\$ in thousands)				
Net Package Revenue	\$ 176,083	\$ 185,416	\$ (9,333)	(5.0)%
Net Non-package Revenue	25,193	24,339	854	3.5 %
Owned Net Revenue	201,276	209,755	(8,479)	(4.0)%
Owned Resort EBITDA	\$ 72,897	\$ 84,395	\$ (11,498)	(13.6)%
Owned Resort EBITDA Margin	36.2%	40.2%	(4.0)pts	(10.0)%

*Segment Comparable Owned Net Revenue.* Our Comparable Owned Net Revenue for the year ended December 31, 2019 decreased \$8.5 million, or 4.0%, compared to the year ended December 31, 2018. This decrease was primarily driven by a decrease in Occupancy of 100 basis points and a decrease in Net Package ADR of 3.9%.

*Segment Comparable Owned Resort EBITDA.* Our Comparable Owned Resort EBITDA for the year ended December 31, 2019 decreased \$11.5 million, or 13.6%, compared to the year ended December 31, 2018. The decrease in Comparable Owned Resort EBITDA can be attributed to all properties within this segment, primarily due to the decrease in Comparable Owned Net Revenue as described above. In addition to the revenue decline, all properties within this segment have been affected by increased insurance premiums and energy costs year over year which contributed to a \$0.7 million decrease in Comparable Owned Resort EBITDA compared to the year ended December 31, 2018.



## Pacific Coast

The following tables set forth information with respect to our Occupancy, Net Package ADR, Net Package RevPAR, Net Package Revenue, Net Non-package Revenue, Owned Net Revenue, Owned Resort EBITDA and Owned Resort EBITDA Margin for our Pacific Coast segment for the years ended December 31, 2019 and 2018 for the total segment portfolio:

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
Occupancy	76.4%	76.5%	(0.1)pts	(0.1)%
Net Package ADR	\$ 284.99	\$ 280.43	\$ 4.56	1.6 %
Net Package RevPAR	\$ 217.84	\$ 214.53	\$ 3.31	1.5 %
(\$ in thousands)				
Net Package Revenue	\$ 73,627	\$ 72,510	\$ 1,117	1.5 %
Net Non-package Revenue	11,592	13,807	(2,215)	(16.0)%
Owned Net Revenue	85,219	86,317	(1,098)	(1.3)%
Owned Resort EBITDA	\$ 31,618	\$ 31,038	\$ 580	1.9 %
Owned Resort EBITDA Margin	37.1%	36.0%	1.1pts	3.1 %

*Segment Owned Net Revenue.* Our Owned Net Revenue for the year ended December 31, 2019 decreased \$1.1 million, or 1.3%, compared to the year ended December 31, 2018. This decrease was primarily due to a 10 basis points decrease in Occupancy and a \$2.2 million decrease in Net Non-package Revenue, which was partially offset by an increase in Net Package ADR of 1.6%.

*Segment Owned Resort EBITDA.* Our Owned Resort EBITDA for the year ended December 31, 2019 increased \$0.6 million, or 1.9%, compared to the year ended December 31, 2018. The increase in Owned Resort EBITDA is attributed to continuous cost management improvements within the segment during the year ended December 31, 2019.

## Dominican Republic

The following tables set forth information with respect to our Occupancy, Net Package ADR, Net Package RevPAR, Net Package Revenue, Net Non-package Revenue, Owned Net Revenue, Owned Resort EBITDA and Owned Resort EBITDA Margin for our Dominican Republic segment for the years ended December 31, 2019 and 2018 for the total segment portfolio and comparable segment portfolio:

### Total Portfolio

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
Occupancy	64.1%	82.2%	(18.1)pts	(22.0)%
Net Package ADR	\$ 190.64	\$ 186.36	\$ 4.28	2.3 %
Net Package RevPAR	\$ 122.26	\$ 153.13	\$ (30.87)	(20.2)%
(\$ in thousands)				
Net Package Revenue	\$ 75,716	\$ 104,858	\$ (29,142)	(27.8)%
Net Non-package Revenue	15,067	20,279	(5,212)	(25.7)%
Owned Net Revenue	90,783	125,137	(34,354)	(27.5)%
Owned Resort EBITDA	\$ 16,596	\$ 41,228	\$ (24,632)	(59.7)%
Owned Resort EBITDA Margin	18.3%	32.9%	(14.6)pts	(44.4)%

### Comparable Portfolio

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
Occupancy	72.2%	82.2%	(10.0)pts	(12.2)%
Net Package ADR	\$ 185.87	\$ 188.56	\$ (2.69)	(1.4)%
Net Package RevPAR	\$ 134.21	\$ 155.00	\$ (20.79)	(13.4)%
(\$ in thousands)				
Net Package Revenue	\$ 54,867	\$ 63,366	\$ (8,499)	(13.4)%
Net Non-package Revenue	11,741	13,035	(1,294)	(9.9)%
Owned Net Revenue	66,608	76,401	(9,793)	(12.8)%
Owned Resort EBITDA	\$ 17,773	\$ 24,909	\$ (7,136)	(28.6)%
Owned Resort EBITDA Margin	26.7%	32.6%	(5.9)pts	(18.1)%

*Segment Comparable Owned Net Revenue.* Our Comparable Owned Net Revenue for the year ended December 31, 2019 decreased \$9.8 million, or 12.8%, compared to the year ended December 31, 2018. This decrease was driven by a decrease in Occupancy of 1,000 basis points and a decrease in Comparable Net Package ADR of 1.4%.

*Segment Comparable Owned Resort EBITDA.* Our Comparable Owned Resort EBITDA for the year ended December 31, 2019 decreased \$7.1 million, or 28.6%, compared to the year ended December 31, 2018. This decrease was due to the performance of all properties in this segment, but was also impacted by Dreams Punta Cana due to a non-recurring gain from business interruption insurance proceeds of \$1.5 million during the year ended December 31, 2018. The negative press regarding the Dominican Republic, and corresponding near-term business disruption, had a negative impact on results in this segment for the year ended December 31, 2019.

### Jamaica

The following tables set forth information with respect to our Occupancy, Net Package ADR, Net Package RevPAR, Net Package Revenue, Net Non-package Revenue, Owned Net Revenue, Owned Resort EBITDA and Owned Resort EBITDA Margin for our Jamaica segment for the years ended December 31, 2019 and 2018 for the total segment portfolio and comparable segment portfolio and comparable segment portfolio:

#### Total Portfolio

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
Occupancy	79.0%	75.8%	3.2pts	4.2 %
Net Package ADR	\$ 289.70	\$ 290.17	\$ (0.47)	(0.2)%
Net Package RevPAR	\$ 228.89	\$ 219.97	\$ 8.92	4.1 %
(\$ in thousands)				
Net Package Revenue	\$ 162,436	\$ 107,782	\$ 54,654	50.7 %
Net Non-package Revenue	31,122	18,920	12,202	64.5 %
Owned Net Revenue	193,558	126,702	66,856	52.8 %
Owned Resort EBITDA	\$ 55,175	\$ 32,912	\$ 22,263	67.6 %
Owned Resort EBITDA Margin	28.5%	26.0%	2.5pts	9.6 %

### Comparable Portfolio

	Year Ended December 31,		Increase / Decrease	
	2019	2018	Change	% Change
Occupancy	74.5%	74.0%	0.5pts	0.7%
Net Package ADR	\$ 402.54	\$ 381.67	\$ 20.87	5.5%
Net Package RevPAR	\$ 299.96	\$ 282.51	\$ 17.45	6.2%
(\$ in thousands)				
Net Package Revenue	\$ 67,881	\$ 63,932	\$ 3,949	6.2%
Net Non-package Revenue	13,910	11,933	1,977	16.6%
Owned Net Revenue	81,791	75,865	5,926	7.8%
Owned Resort EBITDA	\$ 25,376	\$ 22,479	\$ 2,897	12.9%
Owned Resort EBITDA Margin	31.0%	29.6%	1.4pts	4.7%

*Segment Comparable Owned Net Revenue.* Our Comparable Owned Net Revenue for the year ended December 31, 2019 increased \$5.9 million, or 7.8%, compared to the year ended December 31, 2018. This increase was due to the performance of Hyatt Ziva and Hyatt Zilara Rose Hall, which accounted for the full \$5.9 million increase in Comparable Owned Net Revenue compared to the year ended December 31, 2018. This property continues to show positive growth after the completion of renovations in 2017.

*Segment Comparable Owned Resort EBITDA.* Our Comparable Owned Resort EBITDA for the year ended December 31, 2019 increased \$2.9 million, or 12.9%, compared to the year ended December 31, 2018.

## Non-U.S. GAAP Financial Measures

### Reconciliation of Net Income to Adjusted EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization)

The following is a reconciliation of our U.S. GAAP net income to EBITDA and Adjusted EBITDA for the years ended December 31, 2019, 2018 and 2017 (\$ in thousands):

	Year Ended December 31,		
	2019	2018	2017
<b>Net (loss) income</b>	<b>\$ (4,357)</b>	<b>\$ 18,977</b>	<b>\$ (241)</b>
Interest expense	44,087	62,243	53,661
Income tax (benefit) provision	(17,220)	12,199	9,051
Depreciation and amortization	101,897	73,278	53,131
<b>EBITDA</b>	<b>124,407</b>	<b>166,697</b>	<b>115,602</b>
Other expense (income) <sup>(a)</sup>	3,200	(2,822)	1,078
Share-based compensation	8,845	6,116	3,765
Pre-opening expense	1,452	321	—
Transaction expense <sup>(b)</sup>	6,175	9,615	21,708
Severance expense <sup>(c)</sup>	515	333	442
Other tax expense <sup>(d)</sup>	577	1,633	1,778
Jamaica delayed opening accrual reversal <sup>(e)</sup>	—	(342)	(203)
Impairment loss <sup>(f)</sup>	6,168	—	—
Gain on property damage insurance proceeds	—	(2,212)	—
Loss on extinguishment of debt	—	—	25,120
Repairs from hurricanes and tropical storms	—	—	1,807
Non-service cost components of net periodic pension cost <sup>(g)</sup>	(645)	(308)	(232)
<b>Adjusted EBITDA</b>	<b>\$ 150,694</b>	<b>\$ 179,031</b>	<b>\$ 170,865</b>
Other corporate	37,049	34,786	30,757
Management Fee Revenue	(1,820)	(755)	(140)
<b>Owned Resort EBITDA</b>	<b>\$ 185,923</b>	<b>\$ 213,062</b>	<b>\$ 201,482</b>
Less: Non-comparable Owned Resort EBITDA <sup>(h)</sup>	38,259	50,241	42,319
<b>Comparable Owned Resort EBITDA</b>	<b>\$ 147,664</b>	<b>\$ 162,821</b>	<b>\$ 159,163</b>

<sup>(a)</sup> Represents changes in foreign exchange rates and other miscellaneous expenses or income.

<sup>(b)</sup> Represents expenses incurred in connection with corporate initiatives, such as: debt refinancing costs; other capital raising efforts including the business combination with Sagicor in 2018; the redesign and build-out of our internal controls and strategic initiatives, such as the launch of a new resort or possible expansion into new markets.

<sup>(c)</sup> Represents expenses incurred for employee terminations.

<sup>(d)</sup> Relates primarily to a Dominican Republic asset/revenue tax, which is an alternative tax to income tax in the Dominican Republic. We eliminate this expense from Adjusted EBITDA because it is substantially similar to the income tax provision we eliminate from our calculation of EBITDA.

<sup>(e)</sup> Represents a reversal on an expense accrual recorded in 2014 related to our future stay obligations provided to guests affected by the delayed opening of Hyatt Ziva and Hyatt Zilara Rose Hall. This reversal concluded in the first quarter of 2018.

<sup>(f)</sup> Represents the impairment loss on the goodwill of our Panama Jack Playa del Carmen reporting unit recognized during the fourth quarter of 2019.

<sup>(g)</sup> Represents the non-service cost components of net periodic pension cost recorded within other expense (income) in the Consolidated Statement of Operations. Previously, these expenses were presented within direct expense. We include these costs for the purposes of calculating Adjusted EBITDA as they are considered part of our ongoing resort operations.

<sup>(h)</sup> Non-comparable Owned Resort EBITDA for the year ended December 31, 2019 includes the Hilton La Romana All-Inclusive Resort, Hilton Playa del Carmen All-Inclusive Resort, Hilton Rose Hall Resort & Spa, Jewel Runaway Bay Beach Resort & Waterpark, Jewel Dunn's River Beach Resort & Spa, Jewel Paradise Cove Beach Resort & Spa, Jewel Grande Montego Bay Resort & Spa and Hyatt Ziva and Hyatt Zilara Cap Cana.

## Seasonality

The seasonality of the lodging industry and the location of our resorts in Mexico and the Caribbean generally result in the greatest demand for our resorts between mid-December and April of each year, yielding higher occupancy levels and package rates during this

period. This seasonality in demand has resulted in predictable fluctuations in revenue, results of operations and liquidity, which are consistently higher during the first quarter of each year than in successive quarters.

## **Inflation**

Operators of lodging properties, in general, possess the ability to adjust room rates to reflect the effects of inflation. However, competitive pressures may limit our ability to raise room rates to fully offset inflationary cost increases.

## **Liquidity and Capital Resources**

Our primary short-term cash needs are paying operating expenses, maintaining our resorts, servicing of our outstanding indebtedness, and funding any ongoing development, expansion, renovation, repositioning and rebranding projects. As of December 31, 2019, we had \$126.3 million of scheduled contractual obligations due within one year.

We expect to meet our short-term liquidity requirements generally through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings under our Revolving Credit Facility which permits borrowings of up to \$100.0 million and which matures on April 27, 2022. We had cash and cash equivalents of \$20.9 million as of December 31, 2019, compared to \$116.4 million as of December 31, 2018. We plan to fund our development projects with the cash we have on hand, cash generated from operations and draws on our Revolving Credit Facility. As of December 31, 2019, there was \$60.0 million outstanding under our Revolving Credit Facility. When assessing liquidity, we also consider the availability of cash resources held within local business units to meet our strategic needs.

Long-term liquidity needs may include existing and future property developments, expansions, renovations, repositioning and rebranding projects, potential acquisitions and the repayment of indebtedness. As of December 31, 2019, our total debt obligations were \$1,046.4 million (which represents the principal amount outstanding under our Term Loan and Revolving Credit Facility, excluding a \$2.2 million issuance discount on our Term Loan and \$3.6 million of unamortized debt issuance costs). We expect to meet our long-term liquidity requirements generally through the sources available for short-term needs, as well as equity or debt issuances or proceeds from the potential disposal of assets.

In an effort to maintain sufficient liquidity, our cash flow projections and available funds are discussed with our Board and we consider various ways of developing our capital structure and seeking additional sources of liquidity if needed. The availability of additional liquidity options will depend on the economic and financial environment, our credit, our historical and projected financial and operating performance and continued compliance with financial covenants. As a result of possible future economic, financial and operating declines, possible declines in our creditworthiness and potential non-compliance with financial covenants, we may have less liquidity than anticipated, fewer sources of liquidity than anticipated, less attractive financing terms and less flexibility in determining when and how to use the liquidity that is available.

## ***Financing Strategy***

In addition to our Revolving Credit Facility, we intend to use other financing sources that may be available to us from time to time, including financing from banks, institutional investors or other lenders, such as bridge loans, letters of credit, joint ventures and other arrangements. Future financings may be unsecured or may be secured by mortgages or other interests in our assets. In addition, we may issue publicly or privately placed debt or equity securities. When possible and desirable, we will seek to replace short-term financing with long-term financing. We may use the proceeds from any financings to refinance existing indebtedness, to finance resort projects or acquisitions or for general working capital or other purposes.

Our indebtedness may be recourse, non-recourse or cross-collateralized and may be fixed rate or variable rate. If the indebtedness is non-recourse, the obligation to repay such indebtedness will generally be limited to the particular resort or resorts pledged to secure such indebtedness. In addition, we may invest in resorts subject to existing loans secured by mortgages or similar liens on the resorts, or may refinance resorts acquired on a leveraged basis.

## Cash Flows

The following table summarizes our net cash provided by or used in operating activities, investing activities and financing activities for the periods indicated and should be read in conjunction with our Consolidated Statements of Cash Flows and accompanying notes thereto included in the Consolidated Financial Statements (*\$ in thousands*):

	Year Ended December 31,	
	2019	2018
Net cash provided by operating activities	\$ 72,188	\$ 114,430
Net cash used in investing activities	\$ (203,816)	\$ (204,586)
Net cash provided by financing activities	\$ 36,206	\$ 89,280

### Net Cash Provided by Operating Activities

Our net cash from operating activities is generated primarily from operating income from our resorts. For the years ended December 31, 2019 and 2018, our net cash provided by operating activities totaled \$72.2 million and \$114.4 million, respectively.

- Net loss of \$4.4 million for the year ended December 31, 2019 included significant non-cash income and expenses, including \$101.9 million of depreciation and amortization, \$8.8 million of share-based compensation and a \$0.7 million gain on the fair value of our interest rate swaps, offset by changes in our assets and liabilities through the normal course of operations.
- Net income of \$19.0 million for the year ended December 31, 2018 included significant non-cash expenses, including \$73.3 million of depreciation and amortization, \$6.1 million of share-based compensation and a \$12.5 million loss on the fair value of our interest rate swaps, offset by changes in our assets and liabilities through the normal course of operations.

### Net Cash Used in Investing Activities

For the years ended December 31, 2019 and 2018, our net cash used in investing activities was \$203.8 million and \$204.6 million, respectively.

Activity for the year ended December 31, 2019:

- Purchases of property and equipment of \$209.0 million which includes \$112.1 million in cash used for the development of Hyatt Ziva and Hyatt Zilara Cap Cana and \$78.9 million for other development and maintenance capital expenditures.
- Purchases of intangibles of \$3.6 million.
- Receipt of key money of \$6.5 million.

Activity for the year ended December 31, 2018:

- Acquisition of the Sagicor Assets for \$93.1 million.
- Purchases of property and equipment of \$110.9 million which includes \$77.3 million in cash used for the development of Hyatt Ziva and Hyatt Zilara Cap Cana and \$28.4 million for other development and maintenance capital expenditures.
- Purchases of intangibles of \$2.8 million.

### Capital Expenditures

We maintain each of our properties in good repair and condition and in conformity with applicable laws and regulations, franchise and license agreements and management agreements. Capital expenditures made to extend the service life or increase the capacity of our assets, including expenditures for the replacement, improvement or expansion of existing capital assets ("Maintenance Capital Expenditures"), differ from ongoing repair and maintenance expense items which do not in our judgment extend the service life or increase the capacity of assets and are charged as expenses as incurred. We have approval rights over capital expenditures made by our third-party manager as part of the annual budget process for each property they manage. From time to time, certain of our resorts may be undergoing renovations as a result of our decision to upgrade portions of the resorts, such as guestrooms, public space, meeting

space, gyms, spas and/or restaurants, in order to better compete with other hotels in our markets (“Development Capital Expenditures”).

The following table summarizes our capital expenditures for the years ended December 31, 2019, 2018 and 2017 (\$ in thousands):

	Year Ended December 31,		
	2019	2018	2017
<b>Development Capital Expenditures</b>			
Hyatt Zilara Cancún	\$ —	\$ 1,774	\$ 3,340
Panama Jack Resorts Cancún	—	4,178	8,799
Panama Jack Resorts Playa del Carmen	—	1,965	3,719
Hyatt Ziva Puerto Vallarta	—	644	2,482
Hilton Playa del Carmen All-Inclusive Resort	17,242	—	—
Hilton La Romana All-Inclusive Resort <sup>(1)</sup>	40,464	—	—
Hyatt Ziva and Hyatt Zilara Cap Cana <sup>(1)(2)</sup>	112,136	77,303	12,956
Hyatt Ziva and Hyatt Zilara Rose Hall <sup>(1)</sup>	—	1,198	11,702
<b>Total Development Capital Expenditures</b>	<b>169,842</b>	<b>87,062</b>	<b>42,998</b>
Maintenance Capital Expenditures <sup>(3)</sup>	21,240	18,616	16,208
<b>Total Capital Expenditures <sup>(4)</sup></b>	<b>\$ 191,082</b>	<b>\$ 105,678</b>	<b>\$ 59,206</b>

<sup>(1)</sup> Capital expenditures exclude key money received from the brands.

<sup>(2)</sup> Developmental capital expenditures for Hyatt Ziva and Hyatt Zilara Cap Cana exclude \$56.2 million of cash used to purchase the land, which consists of the payment of our \$10.6 million purchase obligation during the year ended December 31, 2019 and a cash payment of \$45.6 million during the year ended December 31, 2017.

<sup>(3)</sup> Typically, maintenance capital expenditures equate to approximately 3% to 4% of Total Net Revenue.

<sup>(4)</sup> Capital expenditures for the year ended December 31, 2019 exclude \$4.8 million of custom duty taxes and \$13.1 million of capitalized interest. Capital expenditures for the years ended December 31, 2018 and 2017 exclude \$5.2 million and \$1.6 million of capitalized interest, respectively.

### ***Net Cash Provided by Financing Activities***

Our net cash provided by financing activities was \$36.2 million for the year ended December 31, 2019, compared to \$89.3 million provided by financing activities for the year ended December 31, 2018.

Activity for the year ended December 31, 2019:

- Purchases of ordinary shares of \$13.7 million.
- Principal payments on our Term Loan of \$10.1 million.
- Proceeds from draws on our Revolving Credit Facility of \$60.0 million.

Activity for the year ended December 31, 2018:

- Principal payments on our Term Loan of \$9.9 million.
- Proceeds from debt issuance of \$99.5 million.

### ***Dividends***

We do not plan on paying cash dividends on our ordinary shares in the foreseeable future. No cash dividends were paid for the year ended December 31, 2019.

## ***Share Repurchases***

On December 14, 2018, our Board of Directors authorized the repurchase of up to \$100.0 million of our outstanding ordinary shares as means of returning capital to our shareholders. The repurchase program is subject to certain limitations under Dutch law, including existing repurchase authorization granted by our shareholders. Repurchases may be made from time to time in the open market, in privately negotiated transactions or by other means (including Rule 10b5-1 trading plans). Depending on market conditions and other factors, these repurchases may be commenced or suspended from time to time without prior notice. During the year ended December 31, 2019, we purchased 1,791,487 ordinary shares at an average price of \$7.64 per share. During the fourth quarter of 2019, we purchased 442,303 ordinary shares at an average price of \$7.66 per share. From January 1, 2020 through February 27, 2020 we purchased an additional 340,109 of our ordinary shares at an average price of \$7.35 per share. As of February 27, 2020, we have purchased a total of 2,178,837 shares and there was approximately \$83.5 million remaining under our share repurchase authorization.

## ***Senior Secured Credit Facility***

Our subsidiary, Playa Resorts Holding B.V., holds our senior secured credit facility (“Senior Secured Credit Facility”), which consists of a term loan facility which matures on April 27, 2024 and our Revolving Credit Facility which matures on April 27, 2022. We borrowed \$530.0 million under our initial term loan facility on April 27, 2017 (our “First Term Loan”). We received net proceeds of approximately \$32.5 million from our First Term Loan after prepaying our previous Senior Secured Credit Facility and a portion of our Senior Notes due 2020 and deducting a debt issuance discount of \$1.3 million and unamortized debt issuance costs of \$2.6 million.

We borrowed an additional \$380.0 million under an incremental term loan facility (our “Second Term Loan” and together with the First Term Loan, the “Initial Term Loan”) on December 6, 2017. We received no proceeds from the Second Term Loan after full repayment of our Senior Notes due 2020 and deducting a debt issuance discount of \$1.0 million and unamortized debt issuance costs of \$0.2 million.

Our Initial Term Loan bore interest at a rate per annum equal to LIBOR plus 3.25% (where the applicable LIBOR rate had a 1.0% floor), and interest continued to be payable in cash in arrears on the last day of the applicable interest period (unless we elected to use the ABR rate in which case, interest was payable on the last business day of each of March, June, September and December).

Effective March 29, 2018, we entered into two interest rate swaps to mitigate the long term interest rate risk inherent in our variable rate Term Loan. The interest rate swaps have an aggregate fixed notional value of \$800.0 million. The fixed rate paid by us is 2.85% and the variable rate received resets monthly to the one-month LIBOR rate.

On June 7, 2018, we entered into the Second Amendment to Amended & Restated Credit Agreement (the “Amendment”), which amended the Amended & Restated Credit Agreement, dated as of April 27, 2017 (the “Existing Credit Agreement”), governing our Senior Secured Credit Facility. The Amendment amended the Existing Credit Agreement to, among other things (i) effect an incremental term loan facility of \$100.0 million (the “Third Term Loan” and, together with the Initial Term Loan, the “Term Loan”) that was incurred pursuant to the exercise of our option to request incremental loans under the Existing Credit Agreement and (ii) decrease the interest rate applicable to the Term Loan by 0.50% to, at our option, either a base rate plus a margin of 1.75% or LIBOR plus a margin of 2.75%. The other terms to the Existing Credit Agreement were not affected by the Amendment.

Our Term Loan requires quarterly payments of principal equal to 0.25% of the original principal amount of the Term Loan on the last business day of each March, June, September and December. The remaining unpaid amount of our Term Loan is due and payable at maturity on April 27, 2024. We may voluntarily prepay borrowings at any time without premium or penalty, subject to customary breakage costs in the case of LIBOR-based loans.

Our Revolving Credit Facility bears interest at variable interest rates that are, at the Borrower's option, either based on LIBOR or based on an alternate base rate derived from the greatest of the federal funds rate plus a spread, prime rate, or a one-month euro-currency rate plus a spread. We are required to pay a commitment fee ranging from 0.25% to 0.5% per annum (depending on the level of our consolidated secured leverage ratio in effect from time to time) on the average daily undrawn balance.

The Senior Secured Credit Facility requires that most of our subsidiaries, and in some limited cases the Company, comply with covenants relating to customary matters, including with respect to incurring indebtedness and liens, paying dividends or making certain other distributions or redeeming equity interests, making acquisitions and investments, effecting mergers and asset sales, prepaying junior indebtedness, and engaging in transactions with affiliates.



## Contractual Obligations

The following table sets forth our obligations and commitments to make future payments under contracts and contingent commitments as of December 31, 2019 (\$ in thousands):

	Less than 1 Year <sup>(1)</sup>	Due in 1 to 3 years	Due in 3 to 5 years	Due in Over 5 years	Total
Revolving Credit Facility interest payments <sup>(2)(3)</sup>	\$ 1,132	\$ 668	\$ —	\$ —	\$ 1,800
Revolving Credit Facility principal payments <sup>(4)</sup>	60,000	—	—	—	60,000
Term Loan principal payments	10,100	20,200	956,148	—	986,448
Term Loan interest payments <sup>(5)</sup>	53,411	105,257	59,415	—	218,083
Operating lease obligations	991	2,110	1,438	2,929	7,468
Pension obligation	707	1,164	1,435	4,706	8,012
<b>Total contractual obligations</b>	<b>\$ 126,341</b>	<b>\$ 129,399</b>	<b>\$ 1,018,436</b>	<b>\$ 7,635</b>	<b>\$ 1,281,811</b>

<sup>(1)</sup> The period less than 1 year represents obligations in 2020.

<sup>(2)</sup> The commitment fee, which may range from 0.5% to 0.25% depending on certain leverage ratios, bore interest of 0.5% on the \$40.0 million undrawn balance of our Revolving Credit Facility as of December 31, 2019.

<sup>(3)</sup> Draws under the Revolving Credit Facility bear interest at one-month LIBOR plus 3.0%. The weighted average interest rate on the \$60.0 million drawn balance of our Revolving Credit Facility was 4.72% as of December 31, 2019.

<sup>(4)</sup> We are not contractually obligated to repay the outstanding balance on our Revolving Credit Facility until 2022; however, we plan to repay the outstanding balance as of December 31, 2019 in 2020.

<sup>(5)</sup> The interest commitment on our Term Loan is calculated based on LIBOR plus 275 basis points with a 1% LIBOR floor and the estimated net settlement of the related interest rate swaps. Projected interest rates range from 4.21% to 5.60%. Payments were calculated using the average forecasted one-month forward-looking LIBOR curve.

## Off Balance Sheet Arrangements

We had no off balance sheet arrangements for the years ended December 31, 2019 and 2018.

## Critical Accounting Policies and Estimates

Our Consolidated Financial Statements included herein have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts and related disclosures. A number of our significant accounting policies are critical due to the fact that they require us to exercise a higher degree of judgment and estimation based on assumptions that are inherently uncertain. While we believe our estimates, assumptions and judgments are reasonable, they are based upon information presently available. Actual results may differ significantly from these estimates under different assumptions, judgments or conditions, which could have a material effect on our financial position, results of operations and related disclosures.

### Business combinations

Assets acquired and liabilities assumed in a business combination are recorded at fair value as of the acquisition date. We use judgment to determine the fair value of the property or business acquired and to determine the amount of value to allocate to each identifiable asset or liability. Changes to the significant assumptions or estimates used to determine the fair value of the acquired assets or liabilities could materially affect the measurement and allocation of fair value as well as the amount, if any, of goodwill recognized in the business combination.

### Property and equipment, net

#### Useful lives of property and equipment, net

Property and equipment are recorded at cost and depreciated using the straight-line method over an estimated useful life of five to 50 years for buildings, seven to 18 years for fixtures and machinery and four to 12 years for furniture and other fixed assets.

We are required to apply judgment in determining the estimated useful lives of our property and equipment for purposes of calculating the amount of depreciation expense to record each year with respect to the assets. Changes to the significant assumptions or estimates of useful lives could materially affect our results of operations.

### *Impairment of property and equipment, net*

We are required to apply judgment in determining whether indicators of impairment are present at one or more of our asset groups, or resorts. The determination as to whether a triggering event exists is based on our knowledge of the industry, historical experience, market and economic conditions, the business climate, our operations and other relevant facts and circumstances as of the assessment date.

Judgment is also required in estimating the fair value of our resorts when quantitatively assessing an asset group for impairment. When determining fair value, we generally rely on discounted cash flow models. Under the discounted cash flow approach, we utilize various assumptions and estimates including projections of revenues and expenses based on estimated long-term growth rates and discount rates based on the weighted-average cost of capital. Our estimates of long-term growth and costs are based on historical data as well as various internal projections and external sources. The weighted-average cost of capital is estimated based on each resort's cost of debt and equity and a selected capital structure.

Changes in the judgments, estimates or assumptions utilized in our qualitative or quantitative property and equipment impairment testing could result in future impairment losses, which could be material to our results of operations.

### *Income taxes*

We recognize deferred tax assets and liabilities based on the differences between the financial statement bases and tax bases of our assets and liabilities using currently enacted tax rates for the period in which the deferred tax items are expected to reverse. Significant judgment is required in the calculation of our tax provision and the resulting tax liabilities as well as our ability to realize our deferred tax assets. Our estimates of future taxable income can significantly affect our tax provision in a given period. Significant judgment is required in determining our ability to realize our deferred tax assets related to federal, state and foreign tax attributes within their carryforward periods, as we estimate the amount and timing of the future reversal of deferred tax items in our projections of future taxable income. We establish a valuation allowance to reduce deferred tax assets to the amounts we expect to realize in the future.

We recognize tax liabilities related to uncertain tax positions only when we estimate that it is “more likely than not” that the position will be sustainable based on its technical merits. Assumptions, judgment and the use of estimates are required in determining if the “more likely than not” standard has been met when developing our provision for income taxes. Changes to the assessment of the “more likely than not” standard could materially impact our Consolidated Financial Statements.

### *Goodwill*

Goodwill is reviewed for impairment annually, or more frequently if events or changes in circumstances indicate a potential impairment.

We are required to apply judgment in determining whether indicators of impairment are present at one or more of our reporting units. The determination as to whether a triggering event exists is based on our knowledge of the industry, historical experience, market and economic conditions, the business climate and other relevant facts and circumstances as of the assessment date.

Judgment is also required in estimating the fair value of our reporting units. Under the discounted cash flow approach, we utilize various assumptions and estimates including projections of revenues and expenses based on estimated long-term growth rates and discount rates based on the weighted-average cost of capital. Our estimates of long-term growth and costs are based on historical data as well as various internal projections and external sources. The weighted-average cost of capital is estimated based on each reporting unit's cost of debt and equity and a selected capital structure. Under the market multiple or market transaction approach, we rely on assumptions and estimates including comparable asset sales and EBITDA multiples.

Changes in the estimates and assumptions used in our qualitative or quantitative goodwill impairment testing could result in future impairment losses, which could be material to our results of operations.

### *Derivative financial instruments*

We use derivative financial instruments, primarily interest rate swap contracts, to hedge our exposure to interest rate risk. Such derivative financial instruments are initially recorded at fair value on the date on which a derivative contract is entered into and are subsequently remeasured to fair value at period end. Changes in the fair value of a derivative contract that is qualified, designated and highly effective as a cash flow hedge are recorded in total other comprehensive loss and reclassified into interest expense in the same period or periods during which the hedged transaction affects earnings. If a derivative contract does not meet this criteria, then the

change in fair value is recognized in earnings. The fair value of our interest rate swaps is the present value of estimated future cash flows, calculated as the difference between the fixed rate paid by us and the variable rate received from our counterparty, multiplied by the notional principal amount.

The fair value of our interest rate swaps at period end is most significantly affected by our estimate of future one-month London Interbank Offered Rate (“LIBOR”) interest rates through the contractual period to maturity. It is also affected by changes in our own and our counterparty’s specific credit risk, which are incorporated into the credit valuation adjustment, as well as the discount rate applied to our estimated future cash flows of the interest rate swaps.

Changes to these significant inputs or estimates could materially affect our recorded interest expense and our results of operations.

### ***Share-based compensation***

We have an equity incentive plan that provides for the grant of share options, share appreciation rights, restricted shares, share units, unrestricted shares, dividend equivalent rights, performance shares and other performance-based awards, other equity-based awards, and cash bonus awards. Share-based compensation is measured at the fair value of the award on the date of grant and recognized as an expense on a straight-line basis over the vesting period.

For awards with market conditions, the conditions are incorporated into the fair value measurement and the compensation expense is not adjusted if the conditions are not met. The determination of fair value of the market based awards on the date of grant is subjective and involves significant estimates and assumptions including expected volatility of our shares, expected dividend yield, expected term and assumptions of whether the awards will achieve performance thresholds. Changes to these estimates and assumptions could have a material effect on our results of operations in future periods.

For awards with performance conditions, the related compensation expense is based on the probability of achievement. We recognize expense based on anticipated achievement percentages, which are based on internally-developed projections of future Adjusted EBITDA. Any changes to our projections will affect the amount of share-based compensation expense we recognize in future periods.

### **Fair Value of Financial Instruments**

Our financial instruments consist of cash and cash equivalents, restricted cash, trade and other receivables, accounts receivable from related parties, certain prepayments and other assets, trade and other payables, payables to related parties, derivative financial instruments, other liabilities including our pension obligation and debt. See Note 17, “Fair value of financial instruments,” to our Consolidated Financial Statements for more information.

### **Related Party Transactions**

See Note 7, “Related party transactions,” to our Consolidated Financial Statements for information on these transactions.

### **Recent Accounting Pronouncements**

See the recent accounting pronouncements in the “Accounting standards” section of Note 2 to our Consolidated Financial Statements.

### **Item 7A. *Quantitative and Qualitative Disclosures About Market Risk.***

In the normal course of operations, we are exposed to interest rate risk and foreign currency risk which may impact future income and cash flows.

#### ***Interest Rate Risk***

The risk from market interest rate fluctuations mainly affects long-term debt bearing interest at a variable interest rate. We currently use an interest rate swap (see Note 16 to our Consolidated Financial Statements) to manage exposure to this risk. As of December 31, 2019, approximately 24% of our outstanding indebtedness bore interest at floating rates and approximately 76% bore interest at fixed rates. If market rates of interest on our floating rate debt were to increase by 1.0%, the increase in interest expense on our floating rate debt would decrease our future earnings and cash flows by approximately \$2.5 million annually, assuming the balance outstanding under our Revolving Credit Facility remained at \$60.0 million. If market rates of interest on our floating rate debt

were to decrease by 1.0%, the decrease in interest expense on our floating rate debt would increase our future earnings and cash flows by approximately \$2.5 million annually, assuming the balance outstanding under our Revolving Credit Facility remained at \$60.0 million.

### ***Foreign Currency Risk***

We are exposed to exchange rate fluctuations because all of our resort investments are based in locations where the local currency is not the U.S. dollar, which is our reporting currency. For the year ended December 31, 2019 approximately 5.2% of our revenues were denominated in currencies other than the U.S. dollar. As a result, our revenues reported on our Consolidated Statements of Operations are affected by movements in exchange rates.

Approximately 80.5% of our operating expenses for the year ended December 31, 2019 were denominated in the local currencies in the countries in which we operate. As a result, our operating expenses reported on our Consolidated Statements of Operations are affected by movements in exchange rates.

The foreign currencies in which our expenses are primarily denominated are the Mexican Peso, Dominican Peso and the Jamaican Dollar. The effect of an immediate 5% adverse change in foreign exchange rates on Mexican Peso-denominated expenses at December 31, 2019 would have impacted our net income before tax by approximately \$8.5 million on a year-to-date basis. The effect of an immediate 5.0% adverse change in foreign exchange rates on Dominican Peso-denominated expenses at December 31, 2019 would have impacted our net income before tax by approximately \$3.1 million on a year-to-date basis. The effect of an immediate 5.0% adverse change in foreign exchange rates on Jamaican Dollar-denominated expenses at December 31, 2019 would have impacted our net income before tax by approximately \$6.2 million.

At this time, we do not have any outstanding derivatives or other financial instruments designed to hedge our foreign currency exchange risk.

**Item 8. Financial Statements and Supplementary Data**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of  
Playa Hotels & Resorts N.V.  
Fairfax, VA

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Playa Hotels & Resorts N.V. and subsidiaries (the “Company”) as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive (loss) income, cumulative redeemable preferred shares and shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2019, and the related notes and the financial statements schedule listed in the Index at Item 15 (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP

McLean, VA

February 27, 2020

We have served as the Company’s auditor since 2014.

**(a) Consolidated Financial Statements**

**Playa Hotels & Resorts N.V.**  
**Consolidated Balance Sheets**  
(\$ in thousands, except share data)

	As of December 31,	
	2019	2018
<b>ASSETS</b>		
Cash and cash equivalents	\$ 20,931	\$ 116,353
Trade and other receivables, net	71,250	64,770
Accounts receivable from related parties	5,401	6,430
Inventories	16,649	15,390
Prepayments and other assets	44,691	32,617
Property and equipment, net	1,929,914	1,808,412
Goodwill, net	78,339	83,656
Other intangible assets	8,408	6,103
Deferred tax assets	21,381	1,427
<b>Total assets</b>	<b>\$ 2,196,964</b>	<b>\$ 2,135,158</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Trade and other payables	\$ 181,603	\$ 159,600
Payables to related parties	7,620	4,320
Income tax payable	3,252	1,899
Debt	1,040,658	989,387
Derivative financial instruments	31,932	12,476
Other liabilities	24,307	21,602
Deferred tax liabilities	97,941	106,033
<b>Total liabilities</b>	<b>1,387,313</b>	<b>1,295,317</b>
<b>Commitments and contingencies (see Note 8)</b>		
<b>Shareholders' equity</b>		
Ordinary shares (par value €0.10; 500,000,000 shares authorized, 130,967,671 shares issued and 129,121,576 shares outstanding as of December 31, 2019, and 130,494,734 shares issued and 130,440,126 shares outstanding as of December 31, 2018)	14,215	14,161
Treasury shares (at cost, 1,846,095 shares as of December 31, 2019 and 54,608 shares as of December 31, 2018)	(14,088)	(394)
Paid-in capital	1,001,088	992,297
Accumulated other comprehensive loss	(24,642)	(3,658)
Accumulated deficit	(166,922)	(162,565)
<b>Total shareholders' equity</b>	<b>809,651</b>	<b>839,841</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 2,196,964</b>	<b>\$ 2,135,158</b>

The accompanying Notes form an integral part of the Consolidated Financial Statements.

**Playa Hotels & Resorts N.V.**  
**Consolidated Statements of Operations**  
(\$ in thousands, except share data)

	Year Ended December 31,		
	2019	2018	2017
<b>Revenue</b>			
Package	\$ 538,088	\$ 532,090	\$ 481,175
Non-package	90,157	83,190	78,230
Management fees	1,820	755	140
Cost reimbursements	6,412	978	—
Total revenue	636,477	617,013	559,545
<b>Direct and selling, general and administrative expenses</b>			
Direct	369,050	340,080	310,048
Selling, general and administrative	125,788	115,975	108,176
Pre-opening	1,452	321	—
Depreciation and amortization	101,897	73,278	53,131
Reimbursed costs	6,412	978	—
Impairment loss	6,168	—	—
Gain on insurance proceeds	—	(4,216)	(479)
Direct and selling, general and administrative expenses	610,767	526,416	470,876
Operating income	25,710	90,597	88,669
Interest expense	(44,087)	(62,243)	(53,661)
Loss on extinguishment of debt	—	—	(25,120)
Other (expense) income	(3,200)	2,822	(1,078)
Net (loss) income before tax	(21,577)	31,176	8,810
Income tax benefit (provision)	17,220	(12,199)	(9,051)
<b>Net (loss) income</b>	<b>(4,357)</b>	<b>18,977</b>	<b>(241)</b>
Dividends of cumulative redeemable preferred shares	—	—	(7,922)
Non-cash dividend to warrant holders	—	—	(879)
<b>Net (loss) income available to ordinary shareholders</b>	<b>\$ (4,357)</b>	<b>\$ 18,977</b>	<b>\$ (9,042)</b>
<b>Earnings per share</b>			
(Losses) earnings per share - Basic	\$ (0.03)	\$ 0.16	\$ (0.09)
(Losses) earnings per share - Diluted	\$ (0.03)	\$ 0.16	\$ (0.09)
Weighted average number of shares outstanding during the period - Basic	130,023,463	122,150,851	96,896,498
Weighted average number of shares outstanding during the period - Diluted	130,023,463	122,418,500	96,896,498

The accompanying Notes form an integral part of the Consolidated Financial Statements.



**Playa Hotels & Resorts N.V.**  
**Consolidated Statements of Comprehensive (Loss) Income**  
(\$ in thousands)

	Year Ended December 31,		
	2019	2018	2017
<b>Net (loss) income</b>	<b>\$ (4,357)</b>	<b>\$ 18,977</b>	<b>\$ (241)</b>
<b>Other comprehensive (loss) income</b>			
Pension obligation (loss) gain	(820)	168	(107)
Unrealized loss on interest rate swaps	(20,164)	—	—
<b>Total other comprehensive (loss) income</b>	<b>(20,984)</b>	<b>168</b>	<b>(107)</b>
<b>Comprehensive (loss) income</b>	<b>\$ (25,341)</b>	<b>\$ 19,145</b>	<b>\$ (348)</b>

The accompanying Notes form an integral part of the Consolidated Financial Statements.

**Playa Hotels & Resorts N.V.**  
**Consolidated Statements of Cumulative Redeemable Preferred Shares and Shareholders' Equity**  
(\$ in thousands, except share data)

	Shareholders' Equity									
	Cumulative Redeemable Preferred Shares		Ordinary Shares		Treasury Shares		Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount				
<b>Balance at December 31, 2016</b>	<b>28,510,994</b>	<b>\$ 345,951</b>	<b>50,481,822</b>	<b>\$ 5,386</b>	<b>—</b>	<b>\$ —</b>	<b>\$ 349,358</b>	<b>\$ (3,719)</b>	<b>\$ (180,422)</b>	<b>\$ 170,603</b>
Net loss	—	—	—	—	—	—	—	—	(241)	(241)
Other comprehensive loss	—	—	—	—	—	—	—	(107)	—	(107)
Share-based compensation	—	—	151,569	17	—	—	3,748	—	—	3,765
Recapitalization transaction	—	—	52,982,364	5,653	—	—	427,878	—	—	433,531
Dividends on cumulative redeemable preferred shares	—	7,922	—	—	—	—	(7,922)	—	—	(7,922)
Purchase of cumulative redeemable preferred shares	(28,510,994)	(239,492)	—	—	—	—	—	—	—	—
Settlement of accrued dividends of cumulative redeemable preferred shares	—	(114,381)	—	—	—	—	—	—	—	—
Non-cash transfer of ordinary shares	—	—	(7,367)	—	7,367	(80)	—	—	—	(80)
Issuance of ordinary shares in exchange for warrants	—	—	6,689,309	747	—	—	132	—	(879)	—
<b>Balance at December 31, 2017</b>	<b>—</b>	<b>\$ —</b>	<b>110,297,697</b>	<b>\$ 11,803</b>	<b>7,367</b>	<b>\$ (80)</b>	<b>\$ 773,194</b>	<b>\$ (3,826)</b>	<b>\$ (181,542)</b>	<b>\$ 599,549</b>
Net income	—	—	—	—	—	—	—	—	18,977	18,977
Other comprehensive income	—	—	—	—	—	—	—	168	—	168
Share-based compensation	—	—	189,670	22	—	—	6,094	—	—	6,116
Shares issued in business combination (see Note 4)	—	—	20,000,000	2,336	—	—	213,064	—	—	215,400
Repurchase of Earnout Warrants (see Note 11)	—	—	—	—	—	—	(55)	—	—	(55)
Repurchase of ordinary shares	—	—	(47,241)	—	47,241	(314)	—	—	—	(314)
<b>Balance at December 31, 2018</b>	<b>—</b>	<b>\$ —</b>	<b>130,440,126</b>	<b>\$ 14,161</b>	<b>54,608</b>	<b>\$ (394)</b>	<b>\$ 992,297</b>	<b>\$ (3,658)</b>	<b>\$ (162,565)</b>	<b>\$ 839,841</b>
Net loss	—	—	—	—	—	—	—	—	(4,357)	(4,357)
Other comprehensive loss	—	—	—	—	—	—	—	(20,984)	—	(20,984)
Share-based compensation	—	—	472,937	54	—	—	8,791	—	—	8,845
Repurchase of ordinary shares	—	—	(1,791,487)	—	1,791,487	(13,694)	—	—	—	(13,694)
<b>Balance at December 31, 2019</b>	<b>—</b>	<b>\$ —</b>	<b>129,121,576</b>	<b>\$ 14,215</b>	<b>1,846,095</b>	<b>\$ (14,088)</b>	<b>\$ 1,001,088</b>	<b>\$ (24,642)</b>	<b>\$ (166,922)</b>	<b>\$ 809,651</b>

The accompanying Notes form an integral part of the Consolidated Financial Statements.

**Playa Hotels & Resorts N.V.**  
**Consolidated Statements of Cash Flows**  
(\$ in thousands)

	Year Ended December 31,		
	2019	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net (loss) income	\$ (4,357)	\$ 18,977	\$ (241)
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation and amortization	101,897	73,278	53,131
Amortization of debt discount and issuance costs	1,371	1,523	2,242
Share-based compensation	8,845	6,116	3,765
Loss on extinguishment of debt	—	—	25,120
(Gain) loss on derivative financial instruments	(708)	12,476	—
Gain on property damage insurance proceeds	—	(2,212)	—
Impairment loss	6,168	—	—
Deferred income taxes	(22,947)	3,006	1,004
Amortization of key money	(263)	—	—
Other	2,472	1,100	928
Changes in assets and liabilities:			
Trade and other receivables, net	(9,890)	(11,536)	(3,542)
Accounts receivable from related parties	1,029	(4,935)	(319)
Inventories	(1,218)	(456)	(900)
Prepayments and other assets	(10,742)	3,396	(2,762)
Trade and other payables	1,618	13,725	(8,249)
Payables to related parties	3,300	1,354	(1,964)
Income tax payable	1,353	809	(4,038)
Deferred consideration	—	—	654
Other liabilities	(5,740)	(2,191)	(638)
<b>Net cash provided by operating activities</b>	<b>72,188</b>	<b>114,430</b>	<b>64,191</b>
<b>INVESTING ACTIVITIES</b>			
Capital expenditures	(208,970)	(110,851)	(106,230)
Acquisition of Sagicor business, net of cash acquired	—	(93,128)	—
Contract deposit	—	—	(2,700)
Purchase of intangibles	(3,569)	(2,832)	(1,003)
Receipt of key money	6,500	2,000	—
Proceeds from disposal of property and equipment	214	22	104
Property damage insurance proceeds	2,009	203	—
<b>Net cash used in investing activities</b>	<b>(203,816)</b>	<b>(204,586)</b>	<b>(109,829)</b>
<b>FINANCING ACTIVITIES</b>			
Proceeds from debt issuance	—	99,499	907,725
Proceeds from borrowings on revolving credit facility	60,000	—	—
Issuance costs of debt	—	—	(2,777)
Repayment of deferred consideration	—	—	(2,490)
Repayment of Term Loan	(10,100)	(9,850)	(366,415)
Repayment of Senior Notes due 2020	—	—	(495,997)
Recapitalization transaction	—	—	79,658
Repurchase of ordinary shares	(13,694)	(314)	—
Repurchase of Earnout Warrants	—	(55)	—
<b>Net cash provided by financing activities</b>	<b>36,206</b>	<b>89,280</b>	<b>119,704</b>
<b>(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(95,422)</b>	<b>(876)</b>	<b>74,066</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF THE PERIOD</b>	<b>\$ 116,353</b>	<b>\$ 117,229</b>	<b>\$ 43,163</b>
<b>CASH AND CASH EQUIVALENTS, END OF THE PERIOD</b>	<b>\$ 20,931</b>	<b>\$ 116,353</b>	<b>\$ 117,229</b>

The accompanying Notes form an integral part of the Consolidated Financial Statements.

**Playa Hotels & Resorts N.V.**  
**Consolidated Statements of Cash Flows (Continued)**  
(\$ in thousands)

	Year Ended December 31,		
	2019	2018	2017
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>			
Cash paid for interest, net of interest capitalized	\$ 43,089	\$ 53,420	\$ 61,066
Cash paid for income taxes, net	\$ 8,159	\$ 10,890	\$ 21,582
<b>SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING ACTIVITIES</b>			
Capital expenditures incurred but not yet paid	\$ 20,958	\$ 484	\$ 12,605
Intangible assets capitalized but not yet paid	\$ 251	\$ 516	\$ —
Interest capitalized but not yet paid	\$ 41	\$ 16	\$ 163
Par value of vested restricted share awards	\$ 54	\$ 22	\$ 17
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 1,393	\$ —	\$ —
Non-cash issuance of shares in business combination (see Note 4)	\$ —	\$ 215,400	\$ —
Paid-in-kind dividends of cumulative redeemable preferred shares	\$ —	\$ —	\$ 7,922
Purchase of cumulative redeemable preferred shares	\$ —	\$ —	\$ (239,492)
Settlement of accrued dividends of cumulative redeemable preferred shares	\$ —	\$ —	\$ (114,381)
Par value of ordinary shares issued in exchange for warrants	\$ —	\$ —	\$ 747
Non-cash dividend to warrant holders	\$ —	\$ —	\$ 879
Non-cash transfer of treasury shares	\$ —	\$ —	\$ (80)

The accompanying Notes form an integral part of the Consolidated Financial Statements.

**Playa Hotels & Resorts N.V.**  
**Notes to the Consolidated Financial Statements**

**Note 1. Organization, operations and basis of presentation**

***Background***

Playa Hotels & Resorts N.V. (“Playa” or the “Company”) is a leading owner, operator and developer of all-inclusive resorts in prime beachfront locations in popular vacation destinations. We own and/or manage a portfolio of 23 resorts located in Mexico, the Dominican Republic and Jamaica. Unless otherwise indicated or the context requires otherwise, references in our consolidated financial statements (our “Consolidated Financial Statements”) to “we,” “our,” “us” and similar expressions refer to Playa and its subsidiaries.

***Basis of preparation, presentation and measurement***

Our Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

**Note 2. Significant accounting policies**

***Principles of consolidation***

Our Consolidated Financial Statements include the accounts of Playa and our subsidiaries, all of which we wholly own and control. All intercompany transactions and balances have been eliminated in the consolidation process.

***Use of estimates***

The preparation of our Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ materially from those estimates.

We evaluate our estimates and assumptions periodically. Estimates are based on historical experience and on other factors that are considered to be reasonable under the circumstances. Significant accounting policies that require us to exercise judgment or make significant estimates include the fair value of assets and liabilities acquired in business combinations, useful lives of property and equipment, income taxes (including the valuation allowance), commitments and contingencies, long-lived asset and goodwill impairment testing, fair value of restricted share awards with market and performance conditions and fair value of financial instruments.

***Financial instruments***

The Consolidated Balance Sheet contains various financial instruments, including, but not limited to, cash and cash equivalents, restricted cash, trade and other receivables, accounts receivable from related parties, certain prepayments and other assets, trade and other payables, payables to related parties, derivative financial instruments, other liabilities including our pension obligation and debt.

***Foreign currency***

Our reporting currency is the U.S. dollar. We have determined that the U.S. dollar is the functional currency of all of our international operations. Foreign currency denominated monetary asset and liability amounts are remeasured into U.S. dollars at end-of-period exchange rates. Foreign currency denominated non-monetary assets, such as inventories, prepaid expenses, fixed assets and intangible assets, are recorded in U.S. dollars at historical exchange rates. Foreign currency denominated income and expense items are recorded in U.S. dollars at the applicable daily exchange rates in effect during the relevant period.

For purposes of calculating our tax liability in certain foreign jurisdictions, we index our depreciable tax bases in certain assets for the effects of inflation based upon statutory inflation factors. The effects of these indexation adjustments are reflected in income tax benefit (provision) in the Consolidated Statements of Operations. The remeasurement gains and losses related to deferred tax assets and liabilities are reported in the income tax benefit (provision).

Foreign exchange gains and losses are presented in the Consolidated Statements of Operations within other (expense) income. We recognized foreign currency losses of \$2.1 million, \$0.7 million and \$0.7 million for the years ended December 31, 2019, 2018 and 2017, respectively.

### ***Business combinations***

For acquisitions meeting the definition of a business combination, the acquisition method of accounting is used. The acquisition date is the date on which we obtain operating control over the acquired business.

The consideration transferred is determined on the acquisition date and is the sum of the fair values of the assets transferred by us, the liabilities assumed by us and equity interests issued by us. Acquisition-related costs, such as professional fees, are excluded from the consideration transferred and are expensed as incurred.

Goodwill is measured as the excess of the consideration transferred over the fair value of the net identifiable assets acquired and liabilities assumed. If the consideration transferred is less than the fair value of the net assets acquired and liabilities assumed, the difference is recorded as a bargain purchase gain in profit or loss.

### ***Property and equipment, net***

Property and equipment are stated at historical cost less accumulated depreciation. The costs of improvements that extend the life of property and equipment, such as structural improvements, equipment and fixtures, are capitalized. In addition, we capitalize soft costs such as interest, insurance, construction administration and other costs that clearly relate to projects under development or construction. Start-up costs, ongoing repairs and maintenance are expensed as incurred. Buildings that are being developed or closed for substantial redevelopment are carried at cost and no depreciation is recorded on these assets until they are put into or back into service. The useful life of buildings under re-development is re-evaluated upon completion of the projects.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values (if any) over their estimated useful lives, as follows:

Buildings	5 to 50 years
Fixtures and machinery	7 to 18 years
Furniture and other fixed assets	4 to 12 years

The assets' estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimates accounted for on a prospective basis.

Property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. No impairment was recognized for the years ended December 31, 2019, 2018 and 2017.

### ***Income taxes***

We account for income taxes using the asset and liability method, under which we recognize deferred income taxes for the tax consequences attributable to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities, as well as for tax loss carryforwards. For purposes of these Consolidated Financial Statements, our income tax benefit (provision) was calculated on a return basis as though we had filed our tax returns in the applicable jurisdictions in which we operate.

Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period when the new rate is enacted. We provide a valuation allowance against deferred tax assets if it is more likely than not that a portion will not be realized. In assessing whether it is more likely than not that deferred tax assets will be realized, we consider all available evidence, both positive and negative, including our recent cumulative earnings experience and expectations of future available taxable income of the appropriate character by taxing jurisdiction, tax attribute carryback and carry forward periods available to us for tax reporting purposes, and prudent and feasible tax planning strategies.

We have only recorded financial statement benefits and liabilities for tax positions which we believe are more likely than not to be sustained upon settlement with a taxing authority. We have established income tax accruals in accordance with this guidance where necessary, such that a benefit is recognized only for those positions which satisfy the more likely than not threshold. Judgment is

required in assessing the future tax consequences of events that have been recognized in our Consolidated Financial Statements or tax returns, including the application of the more likely than not criteria. We recognize interest and penalties associated with our uncertain tax benefits as a component of the income tax benefit (provision).

### ***Commitments and contingencies***

We are subject to various legal proceedings, regulatory proceedings and claims, the outcomes of which are subject to uncertainty. We record an estimated loss from a loss contingency, with a corresponding charge to income, if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. Where there is a reasonable possibility that a loss has been incurred we provide disclosure of such contingencies (see Note 8).

### ***Ordinary shares and paid-in capital***

Ordinary shares are classified as equity. Shares are classified as equity when there is no obligation to transfer cash or other assets to the respective holder. Incremental costs directly attributable to the issuance of ordinary shares are recognized as a reduction of equity, net of any tax effects.

### ***Dividends***

We must comply with the provisions of Dutch law, our Articles of Association and the covenants in our Senior Secured Credit Facility (as defined in Note 15) if we want to pay cash dividends. We currently intend to retain any earnings for future operations and expansion. Any future determination to pay dividends will be at the discretion of our shareholders at our general meeting of shareholders (the “General Meeting”), subject to a proposal from our board of directors, and will depend on our actual and projected financial condition, liquidity and results of operations, capital requirements, prohibitions and other restrictions contained in current or future financing instruments and applicable law, and such other factors as our board of directors deems relevant.

### ***Preferred Shares***

We previously issued cumulative redeemable preferred shares (“Preferred Shares”) that could be converted to ordinary shares at the option of the holder or redeemed by such holder or us under certain conditions. Preferred Shares were reported as a temporary equity instrument (see Note 13). There were no Preferred Shares outstanding as of December 31, 2019 or 2018.

### ***Debt***

Debt is carried at amortized cost. Any difference between the proceeds (net of debt issuance costs) and the redemption value is recognized as an adjustment to interest expense over the term of the debt using the effective interest rate method. Debt issuance costs are recorded in the Consolidated Balance Sheet as a direct deduction from the carrying amount and amortized over the term of the debt utilizing the effective interest rate method.

Capitalized interest directly attributable to the acquisition, construction or production of qualifying assets, which are assets that take a substantial period of time to get ready for their intended use, is recognized as part of the cost of such assets until the time the assets are substantially ready for their intended use. Capitalized interest is subsequently recognized as depreciation expense in the Consolidated Statements of Operations once the assets are placed into service.

### ***Goodwill***

Goodwill arises in connection with business combinations and is generally allocated to our reporting units, which are also our operating segments, based on their relative fair values. Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate a potential impairment. We completed our most recent annual impairment assessment for our goodwill associated with the reporting units within our Yucatán Peninsula and Jamaica reportable segments as of July 1, 2019 and October 1, 2019, respectively, and concluded that goodwill was not impaired as of the testing date. Subsequent to the initial testing date, we recognized an impairment loss of \$6.2 million at our Panama Jack Playa del Carmen reporting unit (see Note 19).

When evaluating goodwill for potential impairment, we are permitted to first assess qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount. If we cannot determine qualitatively that the fair value is in excess of the carrying value, or if we decide to bypass the qualitative assessment for any reporting unit in any period, we perform a quantitative analysis. The quantitative test is used to identify both the existence of impairment and the amount of the impairment loss by comparing the estimated fair value of the reporting unit to its carrying value, including goodwill. We generally estimate the fair value of a reporting unit using a combination of the discounted cash flow approach and the market multiple or market

transaction approach. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to the excess, limited to the total amount of goodwill allocated to the reporting unit.

### ***Other intangible assets***

The useful life for definite lived intangibles is determined to be equal to their economic life. An impairment loss is recognized for our indefinite or definite lived assets when the amount by which the asset's carrying amount exceeds its recoverable amount. No impairment was recognized for the years ended December 31, 2019, 2018 and 2017.

### ***Revenue recognition***

Revenue is recognized on an accrual basis when the rooms are occupied and services have been rendered. We primarily derive our revenue from the following sources:

- *Package revenue:* Revenues derived from all-inclusive packages purchased by our guests, which include room accommodations, food and beverage services and entertainment activities, are included in the package revenue line item of the Consolidated Statements of Operations and are considered one performance obligation. Contract liabilities consist of advanced deposits received from customers which are deferred until the rooms are occupied and the services have been rendered. Advance deposits are included in trade and other payables in the Consolidated Balance Sheet. Revenue is measured at the fair value of the consideration received or receivable, stated net of estimated discounts, rebates and value added taxes and recognized when our performance obligation of all-inclusive services is considered transferred to the customer.
- *Non-package revenue:* Revenue associated with upgrades, premium services and amenities that are not included in the all-inclusive package. This includes, but is not limited to, premium rooms, dining experiences, wines and spirits and spa packages which are included in the non-package revenue line item of the Consolidated Statements of Operations. Revenue is recognized based on the agreed upon price after the completion of the sale when the product or service is transferred to the customer. Food and beverage revenue not included in a guest's all-inclusive package is recognized when the goods are consumed.
- *Management fees:* Management fees are derived from resorts that we manage, typically under long-term contracts with the property owner. Management fees are typically composed of a base fee, which is computed as a percentage of resort revenue, and an incentive fee, which is computed as a percentage of resort profitability. We recognize revenue over the term of the service period as the third-party owners benefit from our management services. Revenue from management contracts is included in the management fees line item of the Consolidated Statements of Operations.
- *Cost reimbursements:* Cost reimbursements are derived from the reimbursement of certain costs incurred by Playa on behalf of resorts managed by Playa and owned by third parties. These revenues are fully offset by reimbursed costs and have no impact on net income. Cost reimbursements are recognized when agreed upon reimbursable costs are incurred from managing hotels owned by third-parties and included in the cost reimbursements line item of the Consolidated Statements of Operations.

Revenue from operations in the Dominican Republic is net of statutory withholding of \$3.8 million, \$5.0 million and \$5.2 million for the years ended December 31, 2019, 2018 and 2017, respectively.

### ***Cash and cash equivalents***

Cash and cash equivalents are comprised of cash balances and highly liquid cash deposits with maturities at the date of the acquisition of three months or less, which are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value. We classify these cash instruments as Level 1. Financial instruments that potentially subject us to a concentration of credit risk consist of cash on deposit at financial institutions where the deposits are either uninsured or in excess of insured limits and money market fund balances. Substantially all of our cash is held by financial institutions that we believe are of high-credit quality.

### ***Restricted cash***

Restricted cash consists of cash balances restricted in use by contractual obligations with third-parties.

### ***Trade and other receivables, net***

Trade and other receivables include amounts due from guests and vendors for merchandise sold or services performed in the ordinary course of business as well as other miscellaneous receivables, such as insurance. Collection of these amounts is expected in one year or less. When necessary, the carrying amount of our receivables is reduced by an allowance for doubtful accounts that reflects



our estimate of amounts that will not be collected. When a trade receivable is considered uncollectible, it is written off against the allowance for doubtful accounts. Subsequent recoveries of amounts previously written off are credited against the allowance accounts. Changes in the carrying amount of the allowance for doubtful accounts are recognized as bad debt expense within selling, general and administrative expenses in the Consolidated Statements of Operations.

### ***Inventories***

Inventories consist of food, beverages and other items related to consumption and are valued at the lower of cost or net realizable value. Cost is determined using the weighted-average cost method, not to exceed the market value.

### ***Advertising costs***

Advertising costs are expensed as incurred or the first time the advertising takes place. For the years ended December 31, 2019, 2018 and 2017, we recorded advertising costs of \$26.6 million, \$27.3 million and \$27.5 million, respectively. Advertising costs are presented in the Consolidated Statements of Operations within selling, general and administrative expenses.

### ***Share-based compensation***

We have an equity incentive plan that provides for the grant of share options, share appreciation rights, restricted shares, share units, unrestricted shares, dividend equivalent rights, performance shares and other performance-based awards, other equity-based awards, and cash bonus awards. We recognized share based compensation based on the following scenarios:

- *Awards vesting with the passage of time:* Share-based compensation is measured at the fair value of the award on the date of grant and recognized as an expense on a straight-line basis over the vesting period.
- *Awards vesting with market conditions:* The conditions are incorporated into the fair value measurement and recognized as an expense on a straight-line basis over the vesting period. The compensation expense is not adjusted if the conditions are not met. The determination of fair value on the date of grant is subjective and involves significant estimates and assumptions including expected volatility of our shares, expected dividend yield, expected term and assumptions of whether these awards will achieve performance thresholds.
- *Awards vesting with performance conditions:* Compensation expense is recognized when it becomes probable that the performance criteria specified in the awards will be achieved and, accordingly, the compensation value is adjusted following the changes in the estimates of shares likely to vest based on the performance criteria.

The effects of forfeitures are recognized in compensation expense when they occur.

### ***Derivative financial instruments***

Derivative financial instruments are initially recorded at fair value on the date on which a derivative contract is entered into and are subsequently remeasured to fair value at period end. As of March 20, 2019, we elected to adopt hedge accounting and designate our existing interest rate swaps as cash flow hedges. Changes in the fair value of a derivative contract that is qualified, designated and highly effective as a cash flow hedge are recorded in total other comprehensive (loss) income in our Consolidated Statements of Comprehensive (Loss) Income and reclassified into interest expense in our Consolidated Statements of Operations in the same period or periods during which the hedged transaction affects earnings. If a derivative contract does not meet this criteria, then the change in fair value is recognized in earnings.

## Accounting standards

The following table provides a brief description of recent accounting pronouncements (Accounting Standards Update or “ASU”) issued by the Financial Accounting Standards Board (“FASB”) that could have a material effect on our financial statements:

### Standards adopted

Standard	Description	Date of Adoption	Effect on the Financial Statements or Other Significant Matters
ASU No. 2016-02, <i>Leases (Topic 842)</i>	This standard introduces a lessee model that brings most leases on the balance sheet. This will increase a lessee’s reported assets and liabilities—in some cases very significantly. Lessor accounting remains substantially similar to current U.S. GAAP.	January 2019	We adopted ASU No. 2016-02 using the transition method outlined in ASU No. 2018-11, <i>Leases (Topic 842): Targeted Improvements</i> , resulting in no cumulative adjustment to accumulated deficit as our lease portfolio consists solely of operating leases. Refer to Note 9 for further discussion.
ASU No. 2018-02, <i>Income Statement-Reporting Comprehensive Income (Topic 220)</i>	This standard provides guidance regarding the treatment of stranded income tax effects in accumulated other comprehensive income resulting from the Tax Cuts and Jobs Act of 2017. Entities can make an election to reclassify these stranded income tax effects from accumulated other comprehensive income to retained earnings.	January 2019	We adopted ASU No. 2018-02 and concluded that the effect on our Consolidated Financial Statements was immaterial. The tax effects presented in accumulated other comprehensive loss relate to our employee benefit plan and have been historically immaterial.

Standard	Description	Date of Adoption	Effect on the Financial Statements or Other Significant Matters
ASU No. 2016-13, <i>Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments</i> (as amended by ASU No. 2018-19)	This standard amends FASB's guidance on the impairment of financial instruments by adding an impairment model (known as the current expected credit loss (CECL) model) that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of expected credit losses.	January 2020	<p>The adoption of ASU No. 2016-13 is not expected to have a material effect on our Consolidated Financial Statements. Our financial instruments that are subject to credit risk primarily include trade accounts receivable, which are short term in nature. Further, we evaluated our historical credit losses of trade accounts receivables for the years 2014 through 2019, noting that they were immaterial.</p> <p>Upon adoption of ASU No. 2016-13, our credit losses will be determined by applying an expected loss rate to the outstanding balance of accounts receivable for each of our reportable segments (refer to Note 20) and our corporate entities. The expected loss rates for our reportable segments and corporate entities were determined primarily using historical credit losses, which are not expected to significantly differ from what is currently expected over the life of our trade receivables.</p>
ASU No. 2018-13, <i>Fair Value Measurement (Topic 820): Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement</i>	The standard modifies the disclosure requirements of ASC 820 by eliminating and modifying certain disclosures related to the fair value hierarchy and adding new disclosures related to Level 3 fair value measurements.	January 2020	We do not expect the adoption of ASU No. 2018-13 to have a material impact on our disclosures as we do not have any recurring or nonrecurring Level 3 fair value measurements as of December 31, 2019.
ASU No. 2018-14, <i>Compensation-Retirement Benefits-Defined Benefit Plans-General (Subtopic 715-20): Disclosure Framework-Changes to the Disclosure Requirements for Defined Benefit Plans</i>	The standard adds requirements for an entity to disclose (i) the weighted-average interest crediting rates used in cash balance pension plans, (ii) a description of the reasons for significant gains and losses affecting the benefit obligation and (iii) an explanation of any other significant changes in the benefit obligation or plan assets. It also removes certain disclosures for defined benefit plans.	January 2020	We do not expect the adoption of ASU No. 2018-14 to have a material impact on our disclosures. We do not have a cash balance pension plan and do not expect gains or losses on our pension obligation to be material to the Consolidated Financial Statements based on our resort portfolio as of December 31, 2019.
ASU No. 2018-15, <i>Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract</i>	The standard aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software.	January 2020	We do not expect the adoption of ASU No. 2018-15 to have a material impact on our Consolidated Financial Statements as implementation costs for our hosting arrangements that are service contracts have historically been immaterial.
ASU No. 2019-12, <i>Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes</i>	The standard simplifies the accounting for income taxes, eliminates certain exceptions within ASC 740, <i>Income Taxes</i> , and clarifies certain aspects of the current guidance to promote consistency among reporting entities.	January 2021	We are in the process of evaluating the impact of ASU No. 2019-12. We expect the adoption of this standard to result in changes to deferred tax liabilities and deferred income tax expense for our resorts located in the Dominican Republic, which are subject to hybrid tax regimes.

### Note 3. Revenue

The following tables present our revenues disaggregated by geographic segment (refer to discussion of our reportable segments in Note 20) (\$ in thousands):

	Year Ended December 31, 2019					
	Yucatán Peninsula	Pacific Coast	Dominican Republic	Jamaica	Other	Total
Package revenue	\$ 212,794	\$ 76,056	\$ 75,874	\$ 173,364	\$ —	\$ 538,088
Non-package revenue	31,282	12,620	15,067	31,164	24	90,157
Management fees	—	—	—	—	1,820	1,820
Cost reimbursements	—	—	—	4,678	1,734	6,412
<b>Total revenue</b>	<b>\$ 244,076</b>	<b>\$ 88,676</b>	<b>\$ 90,941</b>	<b>\$ 209,206</b>	<b>\$ 3,578</b>	<b>\$ 636,477</b>

	Year Ended December 31, 2018					
	Yucatán Peninsula	Pacific Coast	Dominican Republic	Jamaica	Other	Total
Package revenue	\$ 236,815	\$ 75,506	\$ 104,858	\$ 114,569	\$ 342	\$ 532,090
Non-package revenue	30,141	13,866	20,279	18,941	(37)	83,190
Management fees	—	—	—	—	755	755
Cost reimbursements	—	—	—	—	978	978
<b>Total revenue</b>	<b>\$ 266,956</b>	<b>\$ 89,372</b>	<b>\$ 125,137</b>	<b>\$ 133,510</b>	<b>\$ 2,038</b>	<b>\$ 617,013</b>

	Year Ended December 31, 2017					
	Yucatán Peninsula	Pacific Coast	Dominican Republic	Jamaica	Other	Total
Package revenue	\$ 242,296	\$ 76,170	\$ 104,167	\$ 58,542	\$ —	\$ 481,175
Non-package revenue	34,440	14,775	19,958	9,054	3	78,230
Management fees	—	—	—	—	140	140
<b>Total revenue</b>	<b>\$ 276,736</b>	<b>\$ 90,945</b>	<b>\$ 124,125</b>	<b>\$ 67,596</b>	<b>\$ 143</b>	<b>\$ 559,545</b>

#### Performance obligations

We recognize revenues when the performance obligations are satisfied by transferring control of the product or service to our customers as described in Note 2.

We do not disclose the value of unsatisfied performance obligations for contracts with consideration determined by our performance completed to date or with an expected length of one year or less. Due to the nature of our business, our revenue is not significantly impacted by refunds. Cash payments received in advance of guests staying at our resorts are refunded to hotel guests if the guest cancels within the specified time period, before any services are rendered. Refunds related to service are generally recognized as an adjustment to the transaction price at the time the hotel stay occurs or services are rendered.

#### Contract assets and liabilities

We do not have any material contract assets as of December 31, 2019 and 2018 other than trade and other receivables on our Consolidated Balance Sheet. Our receivables are primarily the result of contracts with customers, which are reduced by an allowance for doubtful accounts that reflects our estimate of amounts that will not be collected.

We record contract liabilities when cash payments are received or due in advance of guests staying at our resorts, which are presented as advance deposits (see Note 19) within trade and other payables on our Consolidated Balance Sheet. Our advanced deposits are generally recognized as revenue within one year.

#### Contract costs

We consider sales commissions earned to be incremental costs of obtaining a contract with our customers. As a practical expedient, we expense these costs as incurred when the period to be benefited is less than one year.

## Note 4. Business combinations

### *Business combination with the Sagicor Parties*

On February 26, 2018, we entered into a Share Exchange Implementation Agreement with JCSD Trustee Services Limited, X Fund Properties Limited, Sagicor Pooled Investment Funds Limited, and Sagicor Real Estate X Fund Limited (collectively, the “Sagicor Parties”), as amended by that certain First Amendment to Share Exchange Implementation Agreement dated May 31, 2018 (as amended, the “Contribution Agreement”). Pursuant to the Contribution Agreement, the Sagicor Parties agreed to contribute a portfolio of the following assets (the “Sagicor Assets”) to a subsidiary of ours in exchange for consideration consisting of a combination of our ordinary shares and cash:

- The Hilton Rose Hall Resort & Spa;
- The Jewel Runaway Bay Beach Resort & Waterpark;
- The Jewel Dunn’s River Beach Resort & Spa;
- The Jewel Paradise Cove Beach Resort & Spa;
- The 88 units comprising one of the towers in the multi-tower condominium and spa at the Jewel Grande Montego Bay Resort & Spa;
- Developable land sites adjacent to the Jewel Grande Montego Bay Resort & Spa and the Hilton Rose Hall Resort & Spa;
- The management contract for the units owned by the Sagicor Parties at the Jewel Grande Montego Bay Resort & Spa; and
- All of the Sagicor Parties’ rights to “The Jewel” hotel brand.

On June 1, 2018 (the “Acquisition Date”), we consummated our acquisition of the Sagicor Assets for total consideration, after prorations and working capital adjustments, of \$308.5 million. We accounted for the acquisition as a business combination in accordance with Accounting Standards Codification (“ASC”) 805, *Business Combinations*, and allocated the purchase price to the fair values of assets acquired and liabilities assumed. The business combination with the Sagicor Parties allows us to expand our portfolio of resorts in the all-inclusive segment of the lodging industry, capitalize on opportunities for growth and create significant operational synergies.

The following table summarizes the fair value of each class of consideration transferred to the Sagicor Parties on the Acquisition Date (\$ in thousands, except share data):

Cash consideration, net of cash acquired of \$0.1 million	\$	93,128
Ordinary shares (20,000,000 shares at the Acquisition Date closing price of \$10.77 per share, €0.10 par value)		215,400
<b>Total purchase consideration</b>	<b>\$</b>	<b>308,528</b>

*Fair values of assets acquired and liabilities assumed*

The following table presents our estimates of fair values of the assets that we acquired and the liabilities that we assumed on the Acquisition Date as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC on February 28, 2019 and as finalized during the three months ended June 30, 2019 (\$ in thousands):

	June 1, 2018 (as previously reported)	Adjustments <sup>(1)</sup>	June 1, 2018 (as finalized)
<b>Total purchase consideration</b>	<b>\$ 308,528</b>	<b>\$ —</b>	<b>\$ 308,528</b>
<b>Net assets acquired</b>			
Working capital	(1,665)	—	(1,665)
Property and equipment	304,299	(5,950)	298,349
Identifiable intangible assets and liabilities	(449)	—	(449)
Deferred income taxes	(25,582)	5,099	(20,483)
Goodwill	31,925	851	32,776
<b>Total net assets acquired</b>	<b>\$ 308,528</b>	<b>\$ —</b>	<b>\$ 308,528</b>

<sup>(1)</sup> In addition to the adjustments recorded during the measurement period, we recognized adjustments to deferred income taxes and goodwill representing an immaterial correction of an error for acquired property and equipment in the third quarter of 2019. The adjustments made in the third quarter of 2019 were not significant to our previously reported Consolidated Financial Statements.

*Property and equipment*

Property and equipment primarily consists of the all-inclusive resorts and adjacent developable land sites. We estimated the value of the acquired property and equipment using a combination of the income and market approaches, which are primarily based on significant Level 2 and Level 3 assumptions (as described in Note 17), such as estimates of future income growth, capitalization rates, discount rates, and capital expenditure needs of the Sagicor Assets.

*Identified intangible assets and liabilities*

The following table presents our estimates of the fair values of the identified intangible asset and liability and their related estimated useful lives (\$ in thousands):

	Balance Sheet Classification	Estimated Fair Value	Weighted-Average Amortization Period (in years)
Management contract	Other intangible assets	\$ 1,900	20
Unfavorable ground lease liability	Other liabilities	(2,349)	22
<b>Total identifiable intangibles acquired</b>		<b>\$ (449)</b>	

We estimated the value of the management contract using the multi-period excess earnings valuation method, which is a variation of the income valuation approach. This method estimates an intangible asset's value based on the present value of its incremental after-tax cash flows. This valuation approach utilizes Level 3 inputs (as described in Note 17).

*Deferred income taxes*

Deferred income taxes primarily relate to the fair value of non-current assets and liabilities acquired from the Sagicor Parties, including property and equipment and intangible liabilities. We calculated deferred income taxes based on the statutory rate in the jurisdiction of the legal entities where the acquired non-current assets and liabilities are recorded. Deferred tax assets, net of a \$0.7 million valuation allowance, were \$0.2 million and deferred tax liabilities were \$20.7 million related to the acquisition.

*Goodwill*

The excess of the purchase consideration over the aggregate fair values of assets acquired and liabilities assumed was recorded as goodwill. The goodwill recognized is attributable primarily to expected synergies and future growth opportunities of our combined operations and is not deductible for income tax purposes. Goodwill related to the business combination was recognized at the Jamaica reportable segment (refer to discussion of our reportable segments in Note 20).

### *Pro forma results of operations*

The following unaudited pro forma results of operations were prepared as though the business combination was completed on January 1, 2017. This unaudited pro forma financial information does not necessarily reflect the results of operations of Playa that actually would have resulted had the acquisition of the Sagicor Assets occurred at the date indicated, nor does it project the results of operations of Playa for any future date or period (*\$ in thousands, except per share amounts*):

	Year Ended December 31,	
	2018	2017
Pro forma revenue	\$ 666,778	\$ 662,669
Pro forma net income	\$ 31,511	\$ 3,497

The unaudited pro forma financial information for the years ended December 31, 2018 and 2017 includes adjustments for:

- Depreciation and amortization expense resulting from the estimated fair values of acquired property and equipment and identifiable definite-lived intangible assets and liabilities, respectively;
- Elimination of the Sagicor Assets' management fees and interest expense;
- Interest expense resulting from the issuance of a \$100.0 million term loan add-on; and
- Related income tax effects.

For the year ended December 31, 2018, we incurred \$2.9 million in transaction costs related to the acquisition and \$1.3 million in transaction costs related to the issuance of the \$100.0 million term loan add-on. These costs are recorded within selling, general and administrative expenses in the Consolidated Statements of Operations and are reflected in unaudited pro forma net income for the year ended December 31, 2017 in the table above.

### *Sagicor Assets' results of operations*

The following table presents the results of the Sagicor Assets' operations, which are recorded within our Jamaica reportable segment, included in our Consolidated Statements of Operations for the period from the Acquisition Date through December 31, 2018 (*\$ in thousands*):

	June 2, 2018 - December 31, 2018
Revenue	\$ 55,598
Net income	\$ 898

### *Recapitalization transaction*

At 12:00 a.m. Central European Time on March 12, 2017, we consummated a business combination (the "Pace Business Combination") pursuant to that certain transaction agreement by and among us, Playa Hotels & Resorts B.V. (our "Predecessor"), Pace Holdings Corp. ("Pace") and New Pace Holdings Corp. ("New Pace"), the effects of which replicated the economics of a reverse merger between our Predecessor and Pace. In connection with the Pace Business Combination, Pace formed Porto Holdco B.V., a Dutch private limited liability company (besloten vennootschap met beperkte aansprakelijkheid), as a wholly-owned subsidiary to facilitate the reverse merger with our Predecessor. Prior to the consummation of the Pace Business Combination, Porto Holdco B.V. was converted to a Dutch public limited liability company (naamloze vennootschap) and changed its name to Porto Holdco N.V. Upon the consummation of the Pace Business Combination, our name was changed to Playa Hotels & Resorts N.V.

For accounting and financial reporting purposes, the Pace Business Combination was accounted for as a recapitalization of our Predecessor because Pace was incorporated as a special purpose acquisition company and considered a public shell company. Our Predecessor also maintained effective control of the combined entity because our Predecessor's operations comprise the ongoing operations of the combined entity, our Predecessor's senior management became the senior management of the combined entity and our Predecessor's directors were appointed to, and constitute the majority of, the combined entity's board of directors. Accordingly, no step-up in basis of assets or goodwill was recorded.

The Consolidated Financial Statements presented herein are those of our Predecessor for all periods prior to the completion of the Pace Business Combination. The number of ordinary shares presented as outstanding as of December 31, 2015 totaled 50,481,822 and consisted of the number of ordinary shares issued to Predecessor shareholders. This number of shares was also used to calculate our earnings per share for all periods prior to the Pace Business Combination.

The consideration received as a result of the Pace Business Combination is summarized as follows (\$ in thousands):

Purchase of all of our Predecessor's cumulative redeemable preferred shares <sup>(1)</sup>	\$	353,873
Net cash transferred from Pace		78,859
Playa employee offering <sup>(2)</sup>		799
<b>Total consideration transferred</b>	<b>\$</b>	<b>433,531</b>

<sup>(1)</sup> Balance consisted of the face value of our Predecessor's cumulative redeemable preferred shares ("Preferred Shares") and their associated paid-in-kind ("PIK") dividends as of March 10, 2017, per the terms of the Pace Business Combination.

<sup>(2)</sup> In connection with the Pace Business Combination, we entered into subscription agreements (the "Subscription Agreements") with Playa employees, their family members and persons with business relationships with Playa, pursuant to which those persons agreed to purchase 82,751 ordinary shares for an aggregate purchase price of \$0.8 million.

## Note 5. Property and equipment

The balance of property and equipment is as follows (\$ in thousands):

	As of December 31,	
	2019	2018
<b>Property and equipment, gross</b>		
Land, buildings and improvements	\$ 1,976,214	\$ 1,787,727
Fixtures and machinery	81,437	69,396
Furniture and other fixed assets	228,533	195,036
Construction in progress	42,083	106,520
<b>Total property and equipment, gross</b>	<b>2,328,267</b>	<b>2,158,679</b>
Accumulated depreciation	(398,353)	(350,267)
<b>Total property and equipment, net</b>	<b>\$ 1,929,914</b>	<b>\$ 1,808,412</b>

Depreciation expense for property and equipment was \$100.8 million, \$72.3 million and \$52.2 million for the years ended December 31, 2019, 2018 and 2017, respectively.

For the years ended December 31, 2019, 2018 and 2017, \$13.1 million, \$5.2 million and \$1.6 million of interest expense was capitalized on qualifying assets, respectively. Interest expense was capitalized using the weighted-average interest rate of the debt.

### Hyatt Ziva and Hyatt Zilara Cap Cana development

On July 12, 2017, we acquired the land for the new Hyatt Ziva and Hyatt Zilara Cap Cana in Punta Cana, Dominican Republic for total consideration of \$56.2 million. We paid \$45.6 million of the consideration in cash upon closing of the acquisition. The remaining \$10.6 million balance was initially due on the earlier of (i) two years from the beginning of construction of the resorts, or the third quarter of 2019, or (ii) the opening of the resorts. However, we received an extension and the payment was remitted during the fourth quarter of 2019.

## Note 6. Income taxes

Net (loss) income before tax is summarized below (\$ in thousands):

	Year Ended December 31,		
	2019	2018	2017
Domestic	\$ (7,030)	\$ (5,168)	\$ (6,066)
Foreign	(14,547)	36,344	14,876
<b>Net (loss) income before tax</b>	<b>\$ (21,577)</b>	<b>\$ 31,176</b>	<b>\$ 8,810</b>



The components of our income tax benefit (provision) for the years ended December 31, 2019, 2018 and 2017 were as follows (\$ in thousands):

	Year Ended December 31,		
	2019	2018	2017
<b>Current</b>			
Domestic	\$ (8)	\$ (1)	\$ (67)
Foreign	(5,592)	(9,183)	(7,967)
Total current income tax provision	(5,600)	(9,184)	(8,034)
<b>Deferred</b>			
Domestic	7,684	—	—
Foreign	15,136	(3,015)	(1,017)
Total deferred income tax benefit (provision)	22,820	(3,015)	(1,017)
<b>Income tax benefit (provision)</b>	<b>\$ 17,220</b>	<b>\$ (12,199)</b>	<b>\$ (9,051)</b>

**Reconciliation of Netherlands statutory income tax rate to actual income tax rate**

A reconciliation of The Netherlands statutory income tax rate to our effective income tax rate from continuing operations is as follows (\$ in thousands):

	Year Ended December 31,					
	2019		2018		2017	
Income tax benefit (provision) at statutory rate	\$ 5,394	25.0 %	\$ (7,794)	25.0 %	\$ (2,203)	25.0 %
Differences between statutory rate and foreign rate	18,836	87.3 %	21,629	(69.4)%	16,277	(184.8)%
Inflation adjustments	4,276	19.8 %	4,848	(15.6)%	5,009	(56.9)%
Nondeductible interest and expenses	(12,043)	(55.8)%	(7,963)	25.5 %	(6,975)	79.2 %
Debt extinguishment and other	—	— %	—	— %	536	(6.1)%
Business interruption proceeds	—	— %	—	— %	(164)	1.9 %
Goodwill impairment	(1,542)	(7.1)%	—	— %	—	— %
Other	(60)	(0.3)%	(193)	0.7 %	229	(2.6)%
Foreign exchange rate differences	(6,038)	(28.0)%	(3,561)	11.4 %	(3,183)	36.1 %
Dominican Republic tax classification	(6,109)	(28.3)%	(5,145)	16.5 %	3,994	(45.3)%
Dutch and U.S. rate change	3,952	18.3 %	(13,721)	44.0 %	(2,590)	29.4 %
Change in valuation allowance	10,554	48.9 %	(299)	1.0 %	(19,981)	226.8 %
<b>Income tax benefit (provision)</b>	<b>\$ 17,220</b>	<b>79.8 %</b>	<b>\$ (12,199)</b>	<b>39.1 %</b>	<b>\$ (9,051)</b>	<b>102.7 %</b>

We are domiciled in The Netherlands and are taxed in The Netherlands with our other Dutch subsidiaries. Dutch companies are subject to Dutch corporate income tax at a general tax rate of 25%.

For the year ended December 31, 2019, we recognized an income tax benefit of \$17.2 million, resulting in an effective tax rate for the year of 79.8%. The 2019 income tax benefit was driven primarily by an \$18.8 million tax benefit from our rate-favorable jurisdictions, a \$4.3 million tax benefit associated with inflation adjustments, a \$4.0 million tax benefit on measurement of the Dutch deferred tax assets and liabilities pursuant to the Dutch tax rate change and a \$10.6 million decrease in our valuation allowance. The income tax benefit was partially offset by the \$13.6 million tax expense on non-deductible interest, goodwill impairment expense and other expenses, a \$6.1 million expense associated with our Dominican Republic entities and a \$6.0 million tax expense associated with foreign exchange rate fluctuations.

During the first quarter of 2019, we implemented a new transfer pricing policy, where the intercompany pricing mechanics between our entities are based on the return on operating assets per applicable guidelines defined by the Organization for Economic Cooperation and Development. As a result, certain of our hotel entities that were previously in loss positions became profitable, which resulted in the release of their valuation allowances. Subsequent to the first quarter of 2019, we continued to evaluate our overall global structure and available tax planning strategies. We also evaluated the potential impact of legislative changes in foreign

jurisdictions. During the fourth quarter of 2019, we implemented a second new transfer pricing policy, a cost-plus policy for our U.S. management companies, effective on January 1, 2020. As a result, our management company which was previously in a loss position is now expected to be profitable and we released its valuation allowance in the fourth quarter of 2019. The total tax benefit of \$20.8 million related to the valuation allowance releases, as well as the other income tax effects related to both policies, have been reflected in the income tax computation for the year ended December 31, 2019.

For the year ended December 31, 2018, we recognized an income tax provision of \$12.2 million, resulting in an effective tax rate for the year of 39.1%. The 2018 income tax provision was driven primarily by \$13.7 million of tax expense on measurement of the Dutch deferred tax assets and liabilities pursuant to the Dutch tax rate change, an \$8.0 million tax expense on non-deductible interest and other expenses, a \$5.1 million expense associated with our Dominican Republic entities and a \$3.6 million tax expense associated with foreign exchange rate fluctuations. The net income tax expense was partially offset by the tax benefit of \$21.6 million from the rate-favorable jurisdictions and a \$4.8 million tax benefit associated with inflation adjustments.

For the year ended December 31, 2017, we recognized an income tax provision of \$9.1 million, resulting in an effective tax rate for the year of 102.7%. The 2017 income tax provision was driven primarily by \$20.0 million tax expense due to additional valuation allowance established on our deferred tax assets, a \$3.2 million tax expense associated with foreign exchange rate fluctuations and a \$7.0 million tax expense on non-deductible interest and other expenses. The net income tax expense was partially offset by the tax benefit of \$16.3 million from the rate-favorable jurisdictions, a \$5.0 million tax benefit associated with inflation adjustments and a \$4.0 million tax benefit on the reversal of the 2016 tax expense for one of our Dominican Republic entities pursuant to the Advanced Pricing Agreement (“APA”) signed with Dominican Republic tax authorities in December 2017. This agreement is retroactive to 2016.

We have a taxable presence in a variety of jurisdictions worldwide, most significantly in Mexico, the Netherlands, the Dominican Republic and Jamaica. We have been granted certain “tax holidays,” providing us with temporary income tax exemptions. Specifically, three of our entities in the Dominican Republic are under a tax holiday. Inversiones Vilazul, S.A.S, has a tax exemption through December 31, 2019. Playa Romana Mar B.V. and Playa Dominican Resorts B.V. are tax exempted for 15 years starting in 2019.

### ***Effects of the Dutch Tax Rate Change***

On December 18, 2018, the Dutch Senate approved the 2019 tax package. Effective January 1, 2019, the corporate tax rate reduced from 25% to 22.55% for 2020, and 20.5% for 2021 and forward for amounts in excess of €0.2 million. These adjusted rates impact the carrying value of our deferred tax assets that are offset by a full valuation allowance. Additionally, our Netherlands entities have deferred tax liabilities on fixed assets without a valuation allowance. Our Netherlands deferred tax assets decreased \$14.4 million and valuation allowance decreased \$14.4 million without resulting in financial impact. Our Netherlands deferred tax liabilities on fixed assets decreased by \$0.7 million, which has a deferred tax benefit of \$0.7 million impact to the financial statement at the year ended December 31, 2018.

On December 17, 2019, the Dutch Senate approved the 2020 tax package, effective January 1, 2020. Compared to the 2019 tax package, the 2020 tax package increases the corporate tax rate to 25% for 2020 and increases the corporate tax rate to 21.7% for 2021 and forward for amounts in excess of €0.2 million. These adjusted rates increased the carrying value of our deferred tax assets by \$4.2 million, which was offset by a full valuation allowance increase of \$4.2 million and resulted in no net financial statement impact. Additionally, our Netherlands deferred tax liabilities on fixed assets increased by \$0.2 million, which increased deferred tax expense by \$0.2 million for the year ended December 31, 2019.

### ***Dominican Republic***

Taxes in the Dominican Republic are determined based upon APAs approved by the Ministry of Finance of the Dominican Republic. APAs were signed in December 2017 and remain in effect until 2019 for three of our Dominican Republic hotel entities: Playa Cana, B.V., Playa Romana Mar, B.V. and Inversiones Vilazul, S.A.S. These APAs were extended through 2020. Pursuant to the signed APAs, our Dominican Republic entities are subject to the greater of an income tax, asset tax or gross receipts tax. Our newly built hotel, Playa Dominican Resorts B.V., opened in November 2019 and the APA for this hotel is in the negotiation process.

During 2019, our Dominican Republic entities were not subject to income tax. We projected that they will be subject to income taxes in some of the foreseeable years. We infer from ASC 740-10-55-144 that under these circumstances, a hybrid tax rate is applicable to compute deferred tax expenses. As such, for the year ended December 31, 2019, we recorded deferred tax expense of \$5.7 million. We will closely monitor the operations of our Dominican Republic entities and update the computation as necessary on a quarterly basis.

During 2018, some of our Dominican Republic entities were subject to income tax. We projected that they will be subject to income taxes in some of the foreseeable years. We infer from ASC 740-10-55-144 that under these circumstances, a hybrid tax rate is

applicable to compute deferred tax expenses. As such, for the year ended December 31, 2018, we recorded current income tax expense of \$0.3 million and deferred tax expense of \$4.8 million.

During 2017, our Dominican Republic entities were not income tax payers and we project the same trend for the foreseeable future; therefore, our Dominican Republic entities are not subject to income tax accounting under U.S. GAAP. As such, the income tax expense recorded at December 31, 2016 was reversed at December 31, 2017.

### ***Deferred income taxes***

Deferred income tax balances reflect the effects of temporary differences between the carrying amounts of assets and liabilities and their tax bases, as well as net operating losses and tax credit carry-forwards. We measure those balances using the enacted tax rates we expect will be in effect when we pay or recover taxes. Deferred income tax assets represent amounts available to reduce income taxes we will pay on taxable income in future years. We evaluate our ability to realize these future tax deductions and credits by assessing whether we expect to have sufficient future taxable income from all sources, including reversal of taxable temporary differences, forecasted operating earnings and available tax planning strategies to utilize these future deductions and credits. We establish a valuation allowance when we no longer consider it more likely than not that a deferred tax asset will be realized.

The tax effect of each type of temporary difference and carry-forward that gives rise to a significant portion of our deferred tax assets and liabilities as of December 31, 2019 and 2018 were as follows (*\$ in thousands*):

	As of December 31,	
	2019	2018
<b>Deferred tax assets</b>		
Advance customer deposits	\$ 5,074	\$ 6,098
Trade payables and other accruals	8,381	5,210
Labor liability accrual	1,020	757
Property and equipment	788	766
Lease obligation	1,123	—
Other assets	2,564	—
Net operating losses	110,135	98,874
<b>Total deferred tax asset</b>	<b>129,085</b>	<b>111,705</b>
Valuation allowance	(79,788)	(94,575)
<b>Net deferred tax asset</b>	<b>49,297</b>	<b>17,130</b>
<b>Deferred tax liabilities</b>		
Accounts receivable and prepayments to vendors	613	1,113
Property and equipment	124,121	119,800
Other liabilities	1,123	823
<b>Total deferred tax liability</b>	<b>125,857</b>	<b>121,736</b>
<b>Net deferred tax liability</b>	<b>\$ (76,560)</b>	<b>\$ (104,606)</b>

As of December 31, 2019 and 2018, we had \$35.1 million and \$18.9 million, respectively, of net operating loss carryforwards in our Mexican subsidiaries that expire in varying amounts from 2020 to 2029.

As of December 31, 2019 and 2018, we had \$356.3 million and \$349.5 million, respectively, of net operating loss carryforwards in our Dutch subsidiaries that expire in varying amounts from 2020 to 2027.

As of December 31, 2019 and 2018, we had \$56.5 million and \$61.0 million, respectively, of net operating loss carryforwards in our Jamaica subsidiaries. Jamaican NOLs do not expire, however, the utilization is limited to 50% of taxable income before the net operating loss deduction annually for our legacy Jamaican entity. This 50% cap does not apply to our Jamaican entities formed in 2018 because of the exception that it does not apply during the five years of assessment following the first year of operation of a new trade, profession, or business.

As of December 31, 2019 and 2018, we had \$28.5 million and \$20.5 million, respectively, of net operating loss carryforwards in our U.S. subsidiary. These carryforwards generated pre-2018 expire in various amounts from 2034 to 2037, while net operating losses generated in 2018 and forward do not expire.

As of December 31, 2019 and 2018, we had no net operating loss carryforwards in our Dominican Republic subsidiary.

The ability to utilize the tax net operating losses in any single year ultimately depends upon our ability to generate sufficient taxable income.

We have made no provision for foreign or domestic income taxes on the cumulative unremitted earnings of our subsidiaries. We asserted to permanently reinvest the foreign earnings and has no intention to repatriate foreign earnings to the U.S. within the foreseeable future.

The change in the valuation allowance established against our deferred tax assets for the years ended December 31, 2019, 2018 and 2017 is summarized in the following table (*\$ in thousands*):

	Balance at January 1	Additions	Deductions	Balance at December 31
December 31, 2019	\$ (94,575)	\$ (7,008)	\$ 21,795	\$ (79,788)
December 31, 2018	\$ (98,755)	\$ (23,789)	\$ 27,969	\$ (94,575)
December 31, 2017	\$ (81,738)	\$ (19,469)	\$ 2,452	\$ (98,755)

The valuation allowance for each period is used to reduce the deferred tax asset to a more likely than not realizable value. As of December 31, 2019, our valuation allowance relates primarily to net operating loss carryforwards, which we do not expect to utilize, most notably in Netherlands, and certain legal entities in Mexico and Jamaica.

We are subject to income taxes in a variety of jurisdictions worldwide. For our significant jurisdictions, the earliest years that remain subject to examination are 2008 for Mexico, 2017 for Netherlands, 2014 for Jamaica and 2016 for the Dominican Republic and the United States. We consider the potential outcome of current and future examinations in our assessment of our reserve for uncertain tax positions.

We had no uncertain tax positions as of December 31, 2019, 2018 and 2017.

## Note 7. Related party transactions

### *Relationship with Hyatt*

In connection with the Pace Business Combination, all outstanding Preferred Shares of our Predecessor owned by HI Holdings Playa were purchased at a purchase price of \$8.40 per share for \$196.0 million in face value and \$93.6 million of associated PIK dividends. Subsequent to the Pace Business Combination, Hyatt continued to be a related party due to its ownership of our ordinary shares and representation on our Board of Directors.

We pay Hyatt fees associated with the franchise agreements of our resorts operating under the all-ages Hyatt Ziva and adults-only Hyatt Zilara brands and receive reimbursements for guests that pay for their stay using the World of Hyatt® guest loyalty program.

### *Relationship with Real Shareholder*

In connection with the Pace Business Combination, all outstanding Preferred Shares of our Predecessor owned by the selling shareholder of Real Resorts ("Real Shareholder") were purchased at a purchase price of \$8.40 per share for \$43.5 million in face value and \$20.8 million of associated PIK dividends. Upon the consummation of the Pace Business Combination, the Real Shareholder was no longer considered a related party because the Preferred Shares were extinguished in connection with the Pace Business Combination.

The Real Shareholder was one of the lenders of our term loan associated with the Senior Secured Credit Facility, as defined in Note 15. Additionally, one of our previous offices in Cancún, Mexico was owned by an affiliate of the Real Shareholder, and we subleased the space from a third party also affiliated with the Real Shareholder. We terminated this lease agreement effective July 1, 2017. Lease payments related to this space were less than \$0.1 million for the year ended December 31, 2017.

### ***Relationship with Sagicor***

In connection with the acquisition of the Sagicor Assets, we issued 20,000,000 of our ordinary shares to affiliates of Sagicor Group Jamaica Limited (Sagicor"). Sagicor is considered a related party due to the ownership of our ordinary shares by its affiliated entities and representation on our Board of Directors.

We pay Sagicor for insurance coverage for some of our Jamaica employees and properties. As of December 31, 2018, we were also owed \$4.8 million from Sagicor related to advance deposits and credit card collections which were paid to Sagicor, rather than us, following the acquisition. As of December 31, 2019, substantially all of this amount has been received.

Sagicor is also a part owner of the Jewel Grande Montego Bay Resort & Spa and compensates us as manager of the property.

### ***Relationship with Sabre***

We have a service agreement with Sabre Hospitality Solutions ("Sabre"), a division of Sabre GBL Inc., for use of a central reservation and direct booking system. Sabre also provides call center services. Sabre is considered a related party as a member of our Board of Directors currently serves on the board of Sabre Corporation, the parent company of Sabre GBL Inc.

### ***Lease with our Chief Executive Officer***

One of our offices is owned by our Chief Executive Officer and we sublease the space at that location from a third party.

### ***Transactions with related parties***

Transactions between us and related parties during the years ended December 31, 2019, 2018 and 2017 were as follows (\$ in thousands):

Related Party	Transaction	Year Ended December 31,		
		2019	2018	2017
Hyatt	Hyatt franchise fees <sup>(1)</sup>	\$ 17,423	\$ 16,688	\$ 14,105
Sagicor	Insurance premiums <sup>(1)</sup>	\$ 1,659	\$ 1,765	\$ —
Sagicor	Cost reimbursements	\$ 5,142	\$ —	\$ —
Sabre	Booking and call center services <sup>(2)</sup>	\$ 989	\$ —	\$ —
Chief Executive Officer	Lease expense <sup>(2)</sup>	\$ 745	\$ 989	\$ 1,032
Hyatt and Real Shareholder	Dividends on the Preferred Shares <sup>(3)</sup>	\$ —	\$ —	\$ 7,922
Real Shareholder	Deferred consideration accretion <sup>(4)</sup>	\$ —	\$ —	\$ 36
Real Shareholder	Interest expense on related party debt <sup>(4)</sup>	\$ —	\$ —	\$ 372

<sup>(1)</sup> Included in direct expense in the Consolidated Statements of Operations with the exception of certain immaterial fees associated with the Hyatt franchise agreements, which are included in selling, general, and administrative expense.

<sup>(2)</sup> Included in selling, general, and administrative expense in the Consolidated Statements of Operations.

<sup>(3)</sup> Included in dividends of cumulative redeemable preferred shares in the Consolidated Statements of Operations.

<sup>(4)</sup> Included in interest expense in the Consolidated Statements of Operations.

## **Note 8. Commitments and contingencies**

### ***Litigation, claims and assessments***

We are involved in various claims and lawsuits arising in the normal course of business, including proceedings involving tort and other general liability claims, and workers' compensation and other employee claims. Most occurrences involving liability and claims of negligence are covered by insurance with solvent insurance carriers. We recognize a liability when we believe the loss is probable and reasonably estimable. We currently believe that the ultimate outcome of such lawsuits and proceedings will not, individually or in the aggregate, have a material effect on our Consolidated Financial Statements.

The Dutch corporate income tax act provides the option of a fiscal unity, which is a consolidated tax regime wherein the profits and losses of group companies can be offset against each other. Our Dutch companies file as a fiscal unity, with the exception of Playa

Romana B.V., Playa Romana Mar B.V. and Playa Hotels & Resorts N.V. Playa Resorts Holding B.V. is the head of our Dutch fiscal unity and is jointly and severally liable for the tax liabilities of the fiscal unity as a whole.

During the third quarter of 2015, we identified and recorded a potential Dutch operating tax contingency resulting from allocations to be made of certain corporate expenses from 2014 and 2015. We provided all requested documentation to the Dutch tax authorities and, in the fourth quarter of 2018, they reached their final determination resulting in a gain of \$1.2 million reported in other (expense) income for the year ended December 31, 2018. As of December 31, 2018 and 2019, there was no operating tax contingency outstanding.

## Note 9. Leases

On January 1, 2019, we adopted ASU No. 2016-02, *Leases (Topic 842)* (“ASU 2016-02”), as described in Note 2, using the transition method outlined in ASU No. 2018-11, *Leases (Topic 842): Targeted Improvements*. The adoption of ASU 2016-02 resulted in no cumulative adjustment to accumulated deficit as our lease portfolio consists solely of operating leases. The comparative periods presented in our Consolidated Financial Statements are presented in accordance with ASC 840, *Leases* and do not reflect the impact of ASU 2016-02. On the date of adoption, January 1, 2019, we recorded right-of-use assets of \$5.0 million and lease liabilities of \$5.3 million related to our portfolio of operating leases (see Note 19 for balances as of December 31, 2019).

We elected the following practical expedients, as provided under the applicable transition guidance:

- Package of practical expedients, which, among other things, allows us to carry forward our prior lease classifications under ASC 840, *Leases*; and
- Recognized lease payments on a straight-line basis over the lease term for all leases with a term of 12 months or less and were not classified on the balance sheet.

Our administrative offices, located in Virginia, Florida and Cancún, are leased under various lease agreements that extend for varying periods through 2025, with the option to extend our Cancún and Florida office leases through 2026 and 2030, respectively. The extension options are reasonably certain to be exercised and included in the amounts recorded. Our administrative offices contain lease components (e.g., fixed rent payments) and non-lease components (e.g., common-area maintenance, shared service costs and insurance costs), which we account for separately. The lease components and non-lease components associated with our administrative offices represent the majority of our lease expense and variable lease expense, respectively.

Our minimum future lease payments under non-cancelable operating leases with third parties and related parties and lease liability as of December 31, 2019 were as follows (*\$ in thousands*):

	<b>As of December 31, 2019</b>
<b>Minimum future lease payments</b>	
2020	\$ 991
2021	1,036
2022	1,074
2023	786
2024	652
2025	686
Thereafter	2,243
<b>Total minimum future lease payments</b>	<b>7,468</b>
Less: imputed interest	(1,260)
<b>Total lease liability</b>	<b>\$ 6,208</b>

Our minimum future lease payments at December 31, 2018 payable under non-cancelable operating leases with third parties and related parties were as follows (\$ in thousands):

	As of December 31, 2018
2019	\$ 1,199
2020	1,031
2021	1,016
2022	1,044
2023	745
Thereafter	3,394
<b>Total minimum future lease payments</b>	<b>\$ 8,429</b>

The following table presents the components of lease expense and supplemental cash flow information for the year ended December 31, 2019 (\$ in thousands):

	Year Ended December 31, 2019
Lease expense <sup>(1)(2)</sup>	\$ 2,563
<b>Cash paid for amounts included in the measurement of lease liabilities</b>	
Operating cash outflows for operating leases	\$ 643

<sup>(1)</sup> Includes variable lease and short term lease expenses, which are considered individually immaterial. Our lease expense is reported in direct expense and selling, general and administrative expense in the Consolidated Statements of Operations depending on the nature of the lease.

<sup>(2)</sup> Lease expense under ASC 840, *Leases*, related to our non-cancelable operating leases, including variable lease cost, was \$2.4 million and \$2.0 million for the years ended December 31, 2018 and 2017, respectively.

The following table presents other relevant information related to our leases as of December 31, 2019:

Weighted-average remaining lease term	7.95 years
Weighted-average discount rate <sup>(1)</sup>	4.54%

<sup>(1)</sup> The discount rates applied to each lease reflects our estimated incremental borrowing rate which was determined based on lending rates specific to the type of leased real estate.

We rent certain real estate to third parties for office and retail space within our hotels. Our lessor contracts are considered operating leases and generally have a contractual term of one to three years. The following table presents our rental income for the year ended December 31, 2019 (\$ in thousands):

Leases	Financial Statement Classification	Year Ended December 31, 2019
Operating lease income <sup>(1)</sup>	Non-package revenue	\$ 5,105

<sup>(1)</sup> Includes variable lease revenue, which is typically calculated as a percentage of our tenant's net sales.

## Note 10. Ordinary shares

As of December 31, 2016, the number of ordinary shares presented as outstanding totaled 50,481,822. On March 12, 2017, 52,982,364 ordinary shares were issued as part of the recapitalization in the Pace Business Combination (see Note 4).

On May 22, 2017, we commenced an offer to exchange 0.1 ordinary shares for each outstanding warrant issued to former shareholders of Pace, former holders of certain privately placed warrants of Pace and our Predecessor's former ordinary shareholders. On June 23, 2017, a total of 65,933,459 warrants were tendered, resulting in the issuance of 6,593,321 ordinary shares. On July 17, 2017, 1,066,541 warrants were exchanged for 95,988 ordinary shares.

On December 28, 2017, a member of our Board of Directors waived his previously granted share-based compensation for his services as a member of our Board, and transferred 7,367 ordinary shares back to us for no consideration. The shares are recorded as treasury shares on the Consolidated Balance Sheet as of December 31, 2019.



On June 1, 2018, 20,000,000 ordinary shares were issued as part of the business combination with the Sagicor Parties (see Note 4).

On December 14, 2018, our Board of Directors authorized the repurchase of up to \$100.0 million of our outstanding ordinary shares as market conditions and our liquidity warrant. The repurchase program is subject to certain limitations under Dutch law, including existing repurchase authorization granted by our shareholders. Repurchases may be made from time to time in the open market, in privately negotiated transactions or by other means (including Rule 10b5-1 trading plans). Depending on market conditions and other factors, these repurchases may be commenced or suspended from time to time without prior notice. During the three months and year ended December 31, 2019, we purchased 442,303 and 1,791,487 ordinary shares, respectively, under the repurchase program. The shares repurchased are recorded as treasury shares on the Consolidated Balance Sheet as of December 31, 2019.

As of December 31, 2019, our ordinary share capital consisted of 129,121,576 ordinary shares outstanding, which have a par value of €0.10 per share. In addition, 3,050,376 restricted shares and 20,367 share units were outstanding under the 2017 Plan (as defined in Note 12). The holders of restricted shares are entitled to vote, but not dispose of, such shares until they vest. The holders of share units are neither entitled to vote nor dispose of such shares until they vest.

## **Note 11. Warrants**

We previously issued 3,000,000 warrants (the “Earnout Warrants”) which entitle the holders to acquire one ordinary share for each Earnout Warrant for an exercise price of €0.10 per ordinary share in the event that the price per share underlying the Earnout Warrants on the NASDAQ is greater than \$13.00 for a period of more than 20 days out of 30 consecutive trading days within the five years after March 11, 2017. The Earnout Warrants expire on March 11, 2022 or earlier upon redemption or liquidation in accordance with their term.

On August 8, 2018, we repurchased 12,230 of the outstanding Earnout Warrants for less than \$0.1 million. The Earnout Warrant repurchase resulted in a reduction to paid-in capital and had no impact on our Consolidated Statements of Operations for the year ended December 31, 2018.

As of December 31, 2019, there were 2,987,770 Earnout Warrants outstanding.

## **Note 12. Share-based compensation**

We adopted our 2017 Omnibus Incentive Plan (the “2017 Plan”) to attract and retain independent directors, executive officers and other key employees and service providers. The 2017 Plan was approved by our Board of Directors and shareholders on March 10, 2017 and was amended on May 16, 2019 to increase the number of ordinary shares authorized and available for grant from 4,000,000 shares to 12,000,000 shares. The Compensation Committee of our Board of Directors may award share options, share appreciation rights, restricted shares, share units, unrestricted shares, dividend equivalent rights, performance shares and other performance-based awards, other equity-based awards and cash bonus awards under the 2017 Plan. As of December 31, 2019, there were 7,665,750 shares available for future grants under the 2017 Plan. Compensation expense related to the 2017 Plan is recorded within selling, general and administrative expenses in the Consolidated Statements of Operations.

### ***Restricted share awards***

Restricted share awards consist of restricted shares and restricted share units that are granted to eligible employees, executives, and board members and consist of ordinary shares (or the right to receive ordinary shares) subject to restrictions and a risk of forfeiture. Restricted shares issued to employees and executives generally vest over a period of three or five years. Restricted share units generally vest over a period of three years. For restricted share awards with a three-year vesting period, one-third of the award vests on each of the first three anniversaries of the grant date of the award. For restricted share awards with a five-year vesting period, 25% of the award vests on the third anniversary of the grant date of the award, 25% vests on the fourth anniversary of the grant date of the award and 50% vests on the fifth anniversary of the grant date of the award. Restricted share awards issued to our directors for their services as directors generally vest immediately on the grant date of the award.

The vesting of restricted share awards is subject to the holder’s continued employment through the applicable vesting date. Unvested restricted share awards will be forfeited if the employee’s or the executive’s employment terminates during the vesting period, provided that unvested restricted share awards will accelerate upon certain terminations of employment as set forth in the applicable award agreements.

The holders of restricted shares have the right to vote the restricted shares and receive all dividends declared and paid on such shares, provided that dividends paid on unvested restricted shares will be subject to the same conditions and restrictions applicable



to the underlying restricted shares. The holders of restricted share units have no right to vote the underlying shares and may be entitled to be credited with dividend equivalents in respect of each cash dividend declared and paid by us, in an amount per share unit equal to the per-share dividend paid on our ordinary shares, which dividend equivalents will be deemed to have been reinvested in additional restricted share units that are subject to the same terms and conditions applicable to the underlying restricted share units to which they relate.

Compensation expense for restricted share awards is measured based upon the fair market value of our ordinary shares at the date of grant and recognized on a straight-line basis over the vesting period.

A summary of our restricted share awards from January 1, 2019 to December 31, 2019 is as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
<b>Unvested balance at January 1, 2019</b>	<b>1,718,684</b>	<b>\$ 10.19</b>
Granted	1,000,184	7.25
Vested	(472,937)	9.46
Forfeited	(88,595)	9.30
<b>Unvested balance at December 31, 2019</b>	<b>2,157,336</b>	<b>\$ 9.03</b>

The following table provides additional information on our restricted share awards for the years ended December 31, 2019, 2018 and 2017 (\$ in thousands, except per share data):

	Year Ended December 31,		
	2019	2018	2017
Weighted-average grant date fair value	\$ 7.25	\$ 10.25	\$ 10.19
Fair value of vested restricted share awards	\$ 3,600	\$ 1,963	\$ 1,545
Share-based compensation expense	\$ 8,065	\$ 5,072	\$ 3,587

As of December 31, 2019, the unrecognized compensation cost related to restricted share awards was \$10.8 million and is expected to be recognized over a weighted-average period of 1.9 years.

### *Performance share awards*

Performance share awards consist of ordinary shares that may become earned and vested based on the achievement of performance targets adopted by our Compensation Committee. The actual number of ordinary shares that ultimately vest will range from 0% to 150% of the target award and will be determined at the end of the three-year performance period based on two performance criteria as defined in the applicable award agreements for the period of performance.

Any ordinary shares that ultimately vest based on the achievement of the applicable performance criteria will be deemed to be vested on the date on which our Compensation Committee certifies the level of achievement of such performance criteria. Except in connection with certain qualifying terminations of employment, as set forth in the applicable award agreements, the awards require continued service through the certification date. The holders of these awards have voting rights equivalent to the target level of ordinary shares granted to the holder and any dividends declared on such shares will be accumulated and paid within 30 days after and to the extent the target ordinary shares vest.

The grant date fair value of the portion of the award based on the compounded annual growth rate of our total shareholder return was estimated using a Monte-Carlo model. The table below summarizes the key inputs used in the Monte-Carlo simulation (\$ in thousands):

Performance Award Grant Date	Percentage of Total Award	Grant Date Fair Value by Component	Volatility <sup>(1)</sup>	Interest Rate <sup>(2)</sup>	Dividend Yield
<b>May 26, 2017</b>					
Total Shareholder Return	50%	\$ 770	27.02%	1.39%	—%
Adjusted EBITDA Comparison	50%	\$ 1,350	—%	—%	—%
<b>January 2, 2018</b>					
Total Shareholder Return	50%	\$ 860	26.13%	2.00%	—%
Adjusted EBITDA Comparison	50%	\$ 1,475	—%	—%	—%
<b>January 2, 2019</b>					
Total Shareholder Return	50%	\$ 537	27.78%	2.46%	—%
Adjusted EBITDA Comparison	50%	\$ 900	—%	—%	—%
<b>September 19, 2019</b>					
Total Shareholder Return	50%	\$ 287	25.86%	1.72%	—%
Adjusted EBITDA Comparison	50%	\$ 448	—%	—%	—%

<sup>(1)</sup> Expected volatility was determined based on the historical share prices in our industry.

<sup>(2)</sup> The risk-free rate was based on U.S. Treasury zero coupon issues with a remaining term equal to the remaining term of the measurement period.

In the table above, the total shareholder return component is a market condition as defined by ASC 718, *Compensation—Stock Compensation*, and compensation expense related to this component is recognized on a straight-line basis over the vesting period. The grant date fair value of the portion of the awards based on the compounded annual growth rate of our Adjusted EBITDA (as defined in Note 20) was based on the closing stock price of our ordinary shares on such date. The Adjusted EBITDA component is a performance condition as defined by ASC 718, and, therefore, compensation expense related to this component is reassessed at each reporting date based on our estimate of the probable level of achievement, and the accrual of compensation expense is adjusted as appropriate.

A summary of our performance share awards from January 1, 2019 to December 31, 2019 is as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
<b>Unvested balance at January 1, 2019</b>	<b>523,545</b>	<b>\$ 8.26</b>
Granted	389,862	5.83
<b>Unvested balance at December 31, 2019</b>	<b>913,407</b>	<b>\$ 7.22</b>

The following table provides additional information on our performance share awards for the years ended December 31, 2019, 2018 and 2017 (\$ in thousands, except per share data):

	Year Ended December 31,		
	2019	2018	2017
Weighted-average grant date fair value	\$ 5.83	\$ 8.53	\$ 7.99
Share-based compensation expense	\$ 780	\$ 1,045	\$ 178

As of December 31, 2019, the unrecognized compensation cost related to performance share awards was \$0.9 million and is expected to be recognized over a weighted-average period of 1.7 years.

### Note 13. Preferred Shares

Prior to the Pace Business Combination, all of our Predecessor's Preferred Shares were purchased at a purchase price of \$8.40 per share for an aggregate amount of \$353.9 million, which consisted of \$239.5 million in face value and \$114.4 million of associated PIK

dividends. The Preferred Shares issued by our Predecessor were eliminated and extinguished in 2017 as part of the reverse merger in the Pace Business Combination. The extinguishment is reflected as a non-cash financing activity in the Consolidated Statements of Cash Flows.

## Note 14. Earnings per share

Prior to the Pace Business Combination, our Preferred Shares and their related accumulated non-cash PIK dividends were participating securities. If a dividend was declared or paid on our Predecessor's ordinary shares, holders of our Predecessor's ordinary shares and Preferred Shares were entitled to proportionate shares of such dividend, with the holders of our Predecessor's Preferred Shares participating on an as-if converted basis.

Under the two-class method, basic (losses) earnings per share ("EPS") attributable to ordinary shareholders is computed by dividing the net (loss) income attributable to ordinary shareholders by the weighted-average number of ordinary shares outstanding during the period. Net (loss) income attributable to ordinary shareholders is determined by allocating undistributed earnings between ordinary and preferred shareholders. For periods in which there are undistributed losses, there is no allocation of undistributed earnings to preferred shareholders.

Diluted EPS attributable to ordinary shareholders is computed by using the more dilutive result of the two-class method, the if-converted method or the treasury stock method. Under the two-class method, the number of shares used in the computation of diluted losses per share is the same as that used for the computation of basic earnings per share for participating securities, as the result would be anti-dilutive. The net income attributable to ordinary shareholders is not allocated to the Preferred Shares until all other reserves have been exhausted or such loss cannot be covered in any other way. Under the if-converted method, the weighted-average number of ordinary shares outstanding includes potentially dilutive ordinary shares and assumes the conversion of the outstanding Preferred Shares of our Predecessor as of the first day of the reporting period. The dilutive effect of awards under our 2017 Plan is reflected in diluted EPS by application of the treasury stock method.

Basic and diluted EPS were as follows (\$ in thousands, except share data):

	Year Ended December 31,		
	2019	2018	2017
<b>Numerator</b>			
Net (loss) income	\$ (4,357)	\$ 18,977	\$ (241)
Non-cash dividend to warrant holders	—	—	(879)
Convertible Preferred Share dividends	—	—	(7,922)
Allocation of undistributed earnings to preferred shareholders <sup>(1)</sup>	—	—	—
<b>Numerator for basic EPS - net (loss) income available to ordinary shareholders</b>	<b>(4,357)</b>	<b>18,977</b>	<b>(9,042)</b>
Add back convertible Preferred Share dividends <sup>(1)</sup>	—	—	—
Add back of undistributed earnings to preferred shareholders <sup>(1)</sup>	—	—	—
<b>Numerator for diluted EPS - net (loss) income available to ordinary shareholders after assumed conversions</b>	<b>\$ (4,357)</b>	<b>\$ 18,977</b>	<b>\$ (9,042)</b>
<b>Denominator</b>			
Denominator for basic EPS - weighted-average shares	130,023,463	122,150,851	96,896,498
<b>Effect of dilutive securities</b>			
Unvested restricted share awards	—	267,649	—
<b>Denominator for diluted EPS - adjusted weighted-average shares</b>	<b>130,023,463</b>	<b>122,418,500</b>	<b>96,896,498</b>
<b>EPS - Basic</b>	<b>\$ (0.03)</b>	<b>\$ 0.16</b>	<b>\$ (0.09)</b>
<b>EPS - Diluted</b>	<b>\$ (0.03)</b>	<b>\$ 0.16</b>	<b>\$ (0.09)</b>

<sup>(1)</sup> For the year ended December 31, 2017, no undistributed earnings were allocated to the preferred shareholders of our Predecessor as we had undistributed losses after deducting Preferred Share dividends of our Predecessor from net income. For the year ended December 31, 2017, Preferred Share dividends of our Predecessor of \$7.9 million were not added back for purposes of calculating diluted EPS because the effect of treating our Predecessor's Preferred Shares as if they had been converted to their 7,898,432 ordinary share equivalents as of January 1, 2017, was anti-dilutive.

For the years ended December 31, 2019, 2018 and 2017; 2,157,336; 9,482 and 1,265,830 of unvested restricted share awards, respectively, were not included in the computation of diluted EPS as their effect would have been anti-dilutive.

For the years ended December 31, 2019, 2018 and 2017; 913,407; 523,545 and 265,222 of unvested performance-based equity awards, respectively, were not included in the computation of diluted EPS after assumed conversions as the performance criteria were not met as of the end of the respective reporting period.

For the years ended December 31, 2019, 2018 and 2017, outstanding Earnout Warrants to acquire a total of 2,987,770; 2,987,770 and 3,000,000 ordinary shares, respectively, were not included in the computation of diluted EPS after assumed conversions because the warrants were not exercisable as of the end of the respective reporting period.

## Note 15. Debt

Our debt consists of the following (\$ in thousands):

	As of December 31,	
	2019	2018
<b>Debt obligations</b>		
Term Loan <sup>(1)</sup>	\$ 986,448	\$ 996,548
Revolving Credit Facility <sup>(2)(3)</sup>	60,000	—
<b>Total debt obligations</b>	<b>1,046,448</b>	<b>996,548</b>
<b>Unamortized discount and debt issuance costs</b>		
Discount on Term Loan	(2,168)	(2,681)
Unamortized debt issuance costs on Term Loan	(3,622)	(4,480)
<b>Total unamortized discount and debt issuance costs</b>	<b>(5,790)</b>	<b>(7,161)</b>
<b>Total debt</b>	<b>\$ 1,040,658</b>	<b>\$ 989,387</b>

<sup>(1)</sup> Borrowings under the Term Loan bear interest at floating rates equal to one-month London Interbank Offered Rate (“LIBOR”) plus 2.75% (where the applicable LIBOR rate has a 1.0% floor). The interest rate was 4.55% and 5.27% as of December 31, 2019 and 2018, respectively. Effective March 29, 2018, we entered into two interest rate swaps to fix LIBOR at 2.85% on \$800.0 million of our Term Loan (see Note 16).

<sup>(2)</sup> The commitment fee on the undrawn balance of our Revolving Credit Facility may range from 0.5% to 0.25% depending on certain leverage ratios. The commitment fee was 0.5% on the \$40.0 million and \$100.0 million undrawn balance as of December 31, 2019 and 2018, respectively.

<sup>(3)</sup> Draws under the Revolving Credit Facility bear interest at one-month LIBOR plus 3.0%. The weighted-average interest rate on the outstanding balance of our Revolving Credit Facility was 4.72% as of December 31, 2019.

Aggregate debt maturities for future annual periods are as follows (\$ in thousands):

	As of December 31, 2019
2020 <sup>(1)</sup>	\$ 70,100
2021	10,100
2022	10,100
2023	10,100
2024	946,048
Thereafter	—
<b>Total debt maturities</b>	<b>\$ 1,046,448</b>

<sup>(1)</sup> We are not contractually obligated to repay the outstanding balance on our Revolving Credit Facility until 2022; however, we plan to repay the outstanding balance as of December 31, 2019 in 2020.

### Senior Secured Credit Facility

Playa Resorts Holding B.V., a subsidiary of ours, holds a senior secured credit facility (“Senior Secured Credit Facility”), which consisted of a term loan facility which was originally scheduled to mature on August 9, 2018 and a revolving credit facility which was scheduled to mature on August 9, 2018.

On April 27, 2017, we entered into the First Amendment to Amended & Restated Credit Agreement (the “First Amendment”), which amended and restated our Senior Secured Credit Facility, consisting of a \$530.0 million term loan (the “First Term Loan”) and a revolving credit facility (the “Revolving Credit Facility”) with a maximum aggregate borrowing capacity of \$100.0 million which were scheduled to mature on April 27, 2024 and April 27, 2022, respectively. The proceeds received from the First Term Loan were used to repay our existing term loan, \$115.0 million of our Senior Notes due 2020 and for other general corporate purposes.

On December 6, 2017, we amended our Senior Secured Credit Facility and exercised our option to request an incremental term loan of \$380.0 million (the “Second Term Loan”). The interest rate on our First and Second Term Loans was subsequently set to LIBOR plus 3.25% where the applicable LIBOR rate has a 1.0% floor. The proceeds received from the Second Term Loan were used to repay our Senior Notes due 2020. The Second Term Loan, repayment of our existing term loan and repayment of our Senior Notes due 2020 were accounted for as a partial modification and partial extinguishment of debt, which resulted in a loss on extinguishment of debt of \$25.1 million for the year ended December 31, 2017.

On June 7, 2018, we entered into the Second Amendment to Amended & Restated Credit Agreement (the “Second Amendment”), which amended the First Amendment to, among other things (i) effect an incremental term loan facility of \$100.0 million (the “Incremental Term Loan” and, together with the existing terms loans that were in effect prior to the Second Amendment, the “Term Loan”) pursuant to our option to request incremental loans under the Existing Credit Agreement and (ii) decrease the interest rate applicable to the Term Loan by 0.50% to, at our option, either a base rate plus a margin of 1.75% or LIBOR plus a margin of 2.75%. The other terms to the Senior Secured Credit Facility were not affected by the Second Amendment.

The obligations under the Senior Secured Credit Facility are guaranteed by (a) substantially all of our material subsidiaries, subject to certain exceptions and (b) the Company on a limited recourse basis, with such guaranty being collateralized by a lien on the our ordinary shares.

The obligations are further collateralized by, among other things, a lien on (i) all hotels located in Mexico, (ii) certain personal property associated with such hotel properties and (iii) pledges of equity interests in certain of our subsidiaries that directly or indirectly own equity interests in any hotel property or certain management companies.

### ***Financial maintenance covenants***

Our Senior Secured Credit Facility requires us to meet a springing leverage ratio financial maintenance covenant, but only if the aggregate amount outstanding on our Revolving Credit Facility exceeds 35% of the aggregate revolving credit commitments as defined in our Senior Secured Credit Facility. On March 19, 2019, we entered into the Third Amendment to Amended & Restated Credit Agreement (the “Third Amendment”) to exclude the lesser of \$50.0 million and the aggregate amount of revolving credit commitments borrowed in connection with the Hyatt Ziva and Hyatt Zilara Cap Cana development project from the calculation of the springing leverage ratio for the period July 1, 2019 through June 30, 2020. On July 1, 2020, the springing leverage ratio will be calculated based on the provisions in the Senior Secured Credit Facility as if the Third Amendment had not taken place. We were in compliance with all applicable covenants as of December 31, 2019.

## **Note 16. Derivative financial instruments**

### ***Interest rate swaps***

Effective March 29, 2018, we entered into two interest rate swaps to mitigate the interest rate risk inherent to our floating rate debt, including the Revolving Credit Facility and Term Loan. The interest rate swaps are not for trading purposes and have fixed notional values of \$200.0 million and \$600.0 million. The fixed rate paid by us is 2.85% and the variable rate received resets monthly to the one-month LIBOR rate, which results in us fixing LIBOR at 2.85% on \$800.0 million of our Term Loan. The interest rate swaps mature on March 31, 2023.

As of March 20, 2019, we elected to adopt hedge accounting and designate our interest rate swaps as cash flow hedges. Prior to our adoption of hedge accounting, the change in fair value of our interest rate swaps was recognized through interest expense in the Consolidated Statements of Operations. Following the adoption, the change in the fair value of our interest rate swaps that qualifies as effective cash flow hedges is recorded through other comprehensive loss (“OCI”) in the Consolidated Statements of Comprehensive (Loss) Income. Unrealized gains and losses in accumulated other comprehensive loss (“AOCI”) are reclassified to interest expense as interest payments are made on our variable rate debt.

The following tables present the effect of our interest rate swaps, net of tax, in the Consolidated Statements of Comprehensive (Loss) Income and Consolidated Statements of Operations for the years ended December 31, 2019, 2018 and 2017 (\$ in thousands):

<b>Derivative Liabilities Designated as Hedging Instruments</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>
<b>AOCI from our cash flow hedges as of January 1</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>
Change in fair value	5,834	—	—
Reclassification from AOCI to interest expense	24	—	—
OCI related to our cash flow hedges for the three months ended March 31	5,858	—	—
Change in fair value	14,648	—	—
Reclassification from AOCI to interest expense	136	—	—
OCI related to our cash flow hedges for the three months ended June 30	14,784	—	—
Change in fair value	4,912	—	—
Reclassification from AOCI to interest expense	(324)	—	—
OCI related to our cash flow hedges for the three months ended September 30	4,588	—	—
Change in fair value	(3,907)	—	—
Reclassification from AOCI to interest expense	(1,159)	—	—
<b>AOCI from our cash flow hedges as of December 31 <sup>(1)</sup></b>	<b>\$ 20,164</b>	<b>\$ —</b>	<b>\$ —</b>

<sup>(1)</sup> As of December 31, 2019, the total amount expected to be reclassified from AOCI to interest expense during the next twelve months is \$6.2 million.

<b>Derivative Liabilities Not Designated as Hedging Instruments</b>	<b>Financial Statement Classification</b>	<b>Year Ended December 31,</b>		
		<b>2019</b>	<b>2018</b>	<b>2017</b>
Interest rate swaps <sup>(1)</sup>	Interest expense	\$ 2,715	\$ 17,093	\$ —

<sup>(1)</sup> Includes the change in fair value of our interest rate swaps and the cash interest paid for the monthly settlements of the derivative prior to our hedge designation date of March 20, 2019.

The following tables present the effect of our interest rate swaps in the Consolidated Balance Sheet as of December 31, 2019 and December 31, 2018 (\$ in thousands):

<b>Derivative Liabilities Designated as Hedging Instruments</b>	<b>Financial Statement Classification</b>	<b>As of December 31,</b>	
		<b>2019</b>	<b>2018</b>
Interest rate swaps	Derivative financial instruments	\$ 31,932	\$ —

<b>Derivative Liabilities Not Designated as Hedging Instruments</b>	<b>Financial Statement Classification</b>	<b>As of December 31,</b>	
		<b>2019</b>	<b>2018</b>
Interest rate swaps	Derivative financial instruments	\$ —	\$ 12,476

Derivative financial instruments expose us to credit risk in the event of non-performance by the counterparty under the terms of the interest rate swaps. We incorporate these counterparty credit risks in our fair value measurements (see Note 17) and believe we minimize this credit risk by transacting with major creditworthy financial institutions.

## Note 17. Fair value of financial instruments

The objective of a fair value measurement is to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions. U.S. GAAP establishes a hierarchical disclosure framework, which prioritizes and ranks the level of observability of inputs used in measuring fair value as follows:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2: Unadjusted quoted prices for similar assets or liabilities in active markets, or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability.

- Level 3: Inputs are unobservable and reflect our judgments about assumptions that market participants would use in pricing an asset or liability.

We believe the carrying value of our financial instruments, excluding our debt, approximate their fair values as of December 31, 2019 and 2018. We did not have any Level 3 instruments during any of the periods presented in our Consolidated Financial Statements.

The following table presents our fair value hierarchy for our financial liabilities measured at fair value on a recurring basis as of December 31, 2019 and 2018 (\$ in thousands):

	December 31, 2019	Level 1	Level 2	Level 3
<b>Fair value measurements on a recurring basis</b>				
Interest rate swap	\$ 31,932	\$ —	\$ 31,932	\$ —
	December 31, 2018	Level 1	Level 2	Level 3
<b>Fair value measurements on a recurring basis</b>				
Interest rate swap	\$ 12,476	\$ —	\$ 12,476	\$ —

The following tables present our fair value hierarchy for our financial liabilities not measured at fair value as of December 31, 2019 and 2018 (\$ in thousands):

	Carrying Value As of December 31, 2019	Level 1	Level 2	Level 3
<b>Financial liabilities not recorded at fair value</b>				
Term Loan	\$ 980,658	\$ —	\$ —	\$ 983,214
Revolving Credit Facility	60,000	—	—	60,000
<b>Total liabilities</b>	<b>\$ 1,040,658</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 1,043,214</b>
	Carrying Value As of December 31, 2018	Level 1	Level 2	Level 3
<b>Financial liabilities not recorded at fair value</b>				
Term Loan	\$ 989,387	\$ —	\$ —	\$ 927,025
Revolving Credit Facility	—	—	—	—
<b>Total liabilities</b>	<b>\$ 989,387</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 927,025</b>

The following table summarizes the valuation techniques used to estimate the fair value of our financial instruments measured at fair value on a recurring basis and our financial instruments not measured at fair value:

	Valuation Technique
<b>Financial instruments recorded at fair value</b>	
Interest rate swaps	The fair value of the interest rate swaps is estimated based on the expected future cash flows by incorporating the notional amount of the swaps, the contractual period to maturity, and observable market-based inputs, including interest rate curves. The fair value also incorporates credit valuation adjustments to appropriately reflect nonperformance risk.
<b>Financial instruments not recorded at fair value</b>	
Term Loan	The fair value of our Term Loan is estimated using cash flow projections over the remaining contractual period by applying market forward rates and discounting back at the appropriate discount rate.
Revolving Credit Facility	The valuation technique of our Revolving Credit Facility is consistent with our Term Loan. The fair value of the Revolving Credit Facility generally approximates its carrying value as the expected term is significantly shorter in duration.

## Note 18. Employee benefit plan

In accordance with labor law regulations in Mexico, certain employees are legally entitled to receive severance that is commensurate with the tenure they had with us at the time of termination. Our pension obligation is a Level 3 financial instrument that is recorded at fair value and calculated using actuarial valuations by applying the “projected unit credit method.” The fair value as of December 31, 2019 and 2018 was determined based on the EMSSAH-09 and EMSSAM-09 mortality tables and the application of certain assumptions including a discount rate, a salary increase and estimated personnel turnover and disability. Liabilities are recognized as other liabilities in the Consolidated Balance Sheets. Actuarial gains and losses are recognized in the Consolidated Statements of Operations.

The following table sets forth our pension obligation, funded status and accumulated pension obligation (*\$ in thousands*):

	As of December 31,	
	2019	2018
<b>Change in pension obligation</b>		
Balance at beginning of period	\$ 5,123	\$ 4,456
Service cost	795	674
Interest cost	492	364
Actuarial loss (gain)	881	(187)
Effect of foreign exchange rates	384	(12)
Curtailment	(171)	(17)
Benefits paid	(783)	(155)
Acquisitions	43	—
<b>Balance at end of period</b>	<b>\$ 6,764</b>	<b>\$ 5,123</b>
Underfunded status	(6,764)	(5,123)
<b>Accumulated pension obligation</b>	<b>\$ (4,709)</b>	<b>\$ (3,752)</b>

There were no plan assets as of December 31, 2019 or 2018 as contributions are made only to the extent benefits are paid. The underfunded status of the plan is recorded in other liabilities in the Consolidated Balance Sheets.

The following table presents the components of net periodic pension cost (*\$ in thousands*):

	Year Ended December 31,		
	2019	2018	2017
Service cost	\$ 795	\$ 674	\$ 713
Interest cost	492	364	316
Effect of foreign exchange rates	384	(12)	149
Amortization of prior service cost	1	25	77
Amortization of gain	(20)	(18)	(29)
Compensation-non-retirement post-employment benefits	(1)	(34)	(53)
Settlement gain	(40)	—	(194)
Curtailment gain	(171)	(17)	(34)
<b>Total net periodic pension cost</b>	<b>\$ 1,440</b>	<b>\$ 982</b>	<b>\$ 945</b>

The service cost component of net periodic pension cost is recorded within direct expense in the Consolidated Statements of Operations. All components of net periodic pension cost other than the service cost component are recorded within other (expense) income for all periods presented.



The weighted-average assumptions used to determine the pension obligation as of December 31, 2019 and 2018 and the net periodic pension cost for the years ended December 31, 2019, 2018 and 2017 were as follows:

	As of December 31,		
	2019	2018	2017
Discount rate	7.50%	9.55%	7.75%
Rate of compensation increase	4.79%	4.79%	4.79%

The discount rate reflects the current rate at which our pension obligations could be effectively settled on the measurement date. The discount rate was determined by our actuary based on a yield curve constructed from a portfolio of zero-coupon government bonds for which the timing and amount of cash flows approximate the estimated benefit payments of the plan. The plan's expected cash flows are then discounted using the applicable spot rate from the yield curve to determine a single effective discount rate.

The following table represents our expected plan payments for the next five years and thereafter (\$ in thousands):

	As of December 31, 2019
2020	\$ 707
2021	551
2022	613
2023	693
2024	742
Thereafter	4,706
<b>Total expected plan payments</b>	<b>\$ 8,012</b>

## Note 19. Other balance sheet items

### Trade and other receivables, net

The following summarizes the balances of trade and other receivables, net as of December 31, 2019 and 2018 (\$ in thousands):

	As of December 31,	
	2019	2018
Gross trade and other receivables <sup>(1)(2)</sup>	\$ 73,015	\$ 65,363
Allowance for doubtful accounts <sup>(3)</sup>	(1,765)	(593)
<b>Total trade and other receivables, net</b>	<b>\$ 71,250</b>	<b>\$ 64,770</b>

<sup>(1)</sup> The opening balance as of January 1, 2018 was \$52.3 million.

<sup>(2)</sup> Includes \$2.0 million in receivables related to property damage insurance claims as of December 31, 2018. There were no such receivables as of December 31, 2019.

<sup>(3)</sup> Recognized an additional \$0.8 million in bad debt expense during the year ended December 31, 2019 as a result of the bankruptcy of Thomas Cook, one of our travel partners.

Financial instruments that are subject to credit risk consist primarily of trade accounts receivable. Trade accounts receivable are generated from sales of services to customers in the United States, Canada, Europe, Latin America and Asia. Our policy is to mitigate this risk by granting a credit limit to each client depending on the client's volume and credit quality. In order to increase the initially established credit limit, approval is required from the credit manager. Each hotel periodically reviews the age of the clients' balances and the balances which may be of doubtful recoverability.

We do not require collateral or other security in support of accounts receivable. Allowances are provided for individual accounts receivable when we become aware of a customer's inability to meet its financial obligations, such as in the case of bankruptcy, deterioration in the customer's operating results, or change in financial position. If circumstances related to customers change, estimates of the recoverability of receivables would be further adjusted. We also consider broader factors in evaluating the sufficiency of our allowances for doubtful accounts, including the length of time receivables are past due, significant one-time events and historical experience.

The gross carrying amount of the trade and other receivables balance is reduced by an allowance for doubtful accounts that reflects our estimate of amounts that will not be collected. The allowance is based on historical loss experience, specific risks identified in collection matters and analysis of past due balances identified in the aging detail. We have not experienced any significant write-offs to our accounts receivable.

The change in the allowance for doubtful accounts for the years ended December 31, 2019, 2018 and 2017 is summarized in the following table (\$ in thousands):

	Balance at January 1	Additions	Deductions	Balance at December 31
December 31, 2019	\$ (593)	\$ (1,402)	\$ 230	\$ (1,765)
December 31, 2018	\$ (785)	\$ (338)	\$ 530	\$ (593)
December 31, 2017	\$ (1,061)	\$ (295)	\$ 571	\$ (785)

#### ***Prepayments and other assets***

The following summarizes the balances of prepayments and other assets as of December 31, 2019 and 2018 (\$ in thousands):

	As of December 31,	
	2019	2018
Advances to suppliers	\$ 7,865	\$ 9,447
Prepaid income taxes	12,412	7,538
Prepaid other taxes <sup>(1)</sup>	11,156	10,240
Right of use assets <sup>(2)</sup>	5,673	—
Contract deposit <sup>(3)</sup>	2,700	2,700
Other assets	4,885	2,692
<b>Total prepayments and other assets</b>	<b>\$ 44,691</b>	<b>\$ 32,617</b>

<sup>(1)</sup> Includes recoverable value-added tax and general consumption tax accumulated by our Mexico and Jamaica entities, respectively.

<sup>(2)</sup> Represents right of use assets recognized in connection with our adoption of ASU 2016-02 on January 1, 2019 (see Note 9).

<sup>(3)</sup> Represents a cash deposit related to the Sanctuary Cap Cana management contract. The deposit will be used towards a purchase of a partial interest in Sanctuary Cap Cana if we are able to agree on terms. If the purchase is not completed, this amount, together with an additional \$0.8 million due, will be treated as key money.

## Goodwill

The gross carrying values and accumulated impairment losses of goodwill by reportable segment (refer to discussion of our reportable segments in Note 20) as of December 31, 2019 and 2018 were as follows (\$ in thousands):

	Yucatán Peninsula	Pacific Coast	Dominican Republic	Jamaica	Total
<b>Balance at December 31, 2018</b>					
Gross carrying value	\$ 51,731	\$ —	\$ —	\$ 31,925	\$ 83,656
Accumulated impairment losses	—	—	—	—	—
<b>Net carrying value</b>	<b>51,731</b>	<b>—</b>	<b>—</b>	<b>31,925</b>	<b>83,656</b>
<b>Activity during the year</b>					
Adjustments <sup>(1)</sup>	—	—	—	851	851
Impairment losses	(6,168)	—	—	—	(6,168)
<b>Balance at December 31, 2019</b>					
Gross carrying value	51,731	—	—	32,776	84,507
Accumulated impairment losses	(6,168)	—	—	—	(6,168)
<b>Net carrying value</b>	<b>\$ 45,563</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 32,776</b>	<b>\$ 78,339</b>

<sup>(1)</sup> Represents adjustments to our goodwill from the business combination with the Sagicor Parties during the measurement period (see Note 4).

Subsequent to our annual impairment test, the operating performance of our Panama Jack Playa del Carmen reporting unit declined relative to our original expectations and plan. This reporting unit was particularly affected by unfavorable market conditions in the Yucatán Peninsula region and its financial performance did not recover during the fourth quarter of 2019 consistent with our other reporting units in the region. The decline in the reporting unit's current and forecasted cash flows was considered a triggering event for quantitative impairment testing during the fourth quarter of 2019.

As a result of our quantitative impairment analysis, we determined that the carrying value of our Panama Jack Playa del Carmen reporting unit exceeded its fair value and we recognized an impairment loss of \$6.2 million for the year ended December 31, 2019. The impairment loss was equivalent to the total amount of goodwill allocated to this reporting unit.

## Other intangible assets

Other intangible assets as of December 31, 2019 and 2018 consisted of the following (\$ in thousands):

	As of December 31,	
	2019	2018
<b>Gross carrying value</b>		
Casino and other licenses <sup>(1)</sup>	\$ 875	\$ 858
Management contract <sup>(2)</sup>	1,900	1,900
Enterprise resource planning system <sup>(3)</sup>	5,187	2,246
Other	3,346	3,027
<b>Total gross carrying value</b>	<b>11,308</b>	<b>8,031</b>
<b>Accumulated amortization</b>		
Management contract <sup>(2)</sup>	(143)	(48)
Enterprise resource planning system <sup>(3)</sup>	(437)	(67)
Other	(2,320)	(1,813)
<b>Total accumulated amortization</b>	<b>(2,900)</b>	<b>(1,928)</b>
<b>Net carrying value</b>		
Casino and other licenses <sup>(1)</sup>	875	858
Management contract <sup>(2)</sup>	1,757	1,852
Enterprise resource planning system <sup>(3)</sup>	4,750	2,179
Other	1,026	1,214
<b>Total net carrying value</b>	<b>\$ 8,408</b>	<b>\$ 6,103</b>

<sup>(1)</sup> Our casino licenses have indefinite lives. Accordingly, there is no associated amortization expense or accumulated amortization.

<sup>(2)</sup> Represents the fair value of a management contract acquired in the business combination with the Sagicor Parties (see Note 4).

<sup>(3)</sup> Represents software development costs incurred to develop and implement SAP as our integrated enterprise resource planning ("ERP") system, of which \$2.6 million and \$1.1 million was placed into service in 2019 and 2018, respectively, and are being amortized over a weighted-average amortization period of 7 years.

Amortization expense on our intangible assets was \$1.1 million, \$1.0 million and \$0.9 million for the years ended December 31, 2019, 2018 and 2017, respectively. Amortization expense relating to intangible assets with finite lives for the years ended December 31, 2020 to 2024 is expected to be as follows (\$ in thousands):

	As of December 31,
	2019
2020	\$ 1,259
2021	1,101
2022	1,066
2023	919
2024	850
Thereafter	2,338
<b>Total future amortization expense</b>	<b>\$ 7,533</b>

## Trade and other payables

The following summarizes the balances of trade and other payables as of December 31, 2019 and 2018 (\$ in thousands):

	As of December 31,	
	2019	2018
Trade payables	\$ 45,299	\$ 24,452
Advance deposits <sup>(1)</sup>	53,769	57,339
Withholding and other taxes payable	46,983	45,274
Interest payable	125	147
Payroll and related accruals	14,547	14,251
Accrued expenses and other payables	20,880	18,137
<b>Total trade and other payables</b>	<b>\$ 181,603</b>	<b>\$ 159,600</b>

<sup>(1)</sup> The opening balance as of January 1, 2018 was \$43.9 million.

## Other liabilities

The following summarizes the balances of other liabilities as of December 31, 2019 and 2018 (\$ in thousands):

	As of December 31,	
	2019	2018
Pension obligation	\$ 6,764	\$ 5,123
Cap Cana land purchase obligation	—	10,625
Lease liabilities <sup>(1)</sup>	6,208	—
Unfavorable ground lease liability <sup>(2)</sup>	2,187	2,294
Key money <sup>(3)</sup>	8,225	1,994
Other	923	1,566
<b>Total other liabilities</b>	<b>\$ 24,307</b>	<b>\$ 21,602</b>

<sup>(1)</sup> Represents lease liabilities recognized in connection with our adoption of ASU 2016-02 on January 1, 2019 (see Note 9).

<sup>(2)</sup> Represents the unamortized balance of the unfavorable ground lease intangible acquired in the business combination with the Sagicor Parties (see Note 4).

<sup>(3)</sup> Represents the unamortized balance of key money received, which is recorded as a reduction to franchise fees within direct expenses in the Consolidated Statements of Operations. We received \$6.5 million and \$2.0 million in 2019 and 2018, respectively.

## Note 20. Segment information

We consider each one of our owned resorts to be an operating segment, none of which meets the threshold for a reportable segment. We also allocate resources and assess operating performance based on individual resorts. Our operating segments meet the aggregation criteria and thus, we report four separate reportable segments by geography: (i) Yucatán Peninsula, (ii) Pacific Coast, (iii) Dominican Republic, and (iv) Jamaica. For the years ended December 31, 2019, 2018 and 2017, we have excluded the immaterial amounts of management fees, cost reimbursements and other from our segment reporting.

Our operating segments are components of the business which are managed discretely and for which discrete financial information is reviewed regularly by our Chief Executive Officer, Chief Financial Officer and Chief Operating Officer, all of whom represent our chief operating decision maker (“CODM”). Financial information for each reportable segment is reviewed by the CODM to assess performance and make decisions regarding the allocation of resources.

The performance of our business is evaluated primarily on adjusted earnings before interest expense, income tax benefit (provision), and depreciation and amortization expense (“Adjusted EBITDA”), which should not be considered an alternative to net income (loss) or other measures of financial performance or liquidity derived in accordance with U.S. GAAP. The performance of our segments is evaluated on Adjusted EBITDA before corporate expenses and management fees (“Owned Resort EBITDA”).

We define Adjusted EBITDA as net (loss) income, determined in accordance with U.S. GAAP, for the period presented, before interest expense, income tax benefit (provision), and depreciation and amortization expense, further adjusted to exclude the following items: (a) other (expense) income; (b) pre-opening expense; (c) share-based compensation; (d) other tax expense; (e) transaction

expense; (f) severance expense; (g) Jamaica delayed opening accrual reversal; (i) property damage insurance gain; (j) loss on extinguishment of debt; (k) impairment loss; and (l) repairs from hurricanes and tropical storms.

There are limitations to using financial measures such as Adjusted EBITDA and Owned Resort EBITDA. For example, other companies in our industry may define Adjusted EBITDA differently than we do. As a result, it may be difficult to use Adjusted EBITDA or similarly named financial measures that other companies publish to compare the performance of those companies to our performance. Because of these limitations, Adjusted EBITDA should not be considered as a measure of the income or loss generated by our business or discretionary cash available for investment in our business and investors should carefully consider our U.S. GAAP results presented in our Consolidated Financial Statements.

The following table presents segment Owned Net Revenue, defined as total revenue less compulsory tips paid to employees, cost reimbursements, management fees and other miscellaneous revenue not derived from segment operations, and a reconciliation to total revenue for the years ended December 31, 2019, 2018 and 2017 (\$ in thousands):

	Year Ended December 31,		
	2019	2018	2017
<b>Owned Net Revenue</b>			
Yucatán Peninsula	\$ 235,788	\$ 259,393	\$ 269,043
Pacific Coast	85,219	86,317	87,519
Dominican Republic	90,783	125,137	124,125
Jamaica	193,558	126,702	65,381
<b>Segment Owned Net Revenue</b>	<b>605,348</b>	<b>597,549</b>	<b>546,068</b>
Other	23	305	3
Management fees	1,820	755	140
Cost reimbursements	6,412	978	—
Compulsory tips	22,874	17,426	13,334
<b>Total revenue</b>	<b>\$ 636,477</b>	<b>\$ 617,013</b>	<b>\$ 559,545</b>

The following table presents segment Owned Resort EBITDA, Adjusted EBITDA and a reconciliation to net income (loss) for the years ended December 31, 2019, 2018 and 2017 (\$ in thousands):

	Year Ended December 31,		
	2019	2018	2017
<b>Owned Resort EBITDA</b>			
Yucatán Peninsula	\$ 82,534	\$ 107,884	\$ 113,754
Pacific Coast	31,618	31,038	34,246
Dominican Republic	16,596	41,228	37,506
Jamaica	55,175	32,912	15,976
<b>Segment Owned Resort EBITDA</b>	<b>185,923</b>	<b>213,062</b>	<b>201,482</b>
Other corporate	(37,049)	(34,786)	(30,757)
Management fees	1,820	755	140
<b>Total adjusted EBITDA</b>	<b>150,694</b>	<b>179,031</b>	<b>170,865</b>
Interest expense	(44,087)	(62,243)	(53,661)
Depreciation and amortization	(101,897)	(73,278)	(53,131)
Impairment loss	(6,168)	—	—
Other (expense) income	(3,200)	2,822	(1,078)
Pre-opening expense	(1,452)	(321)	—
Share-based compensation	(8,845)	(6,116)	(3,765)
Other tax expense	(577)	(1,633)	(1,778)
Transaction expense	(6,175)	(9,615)	(21,708)
Severance expense	(515)	(333)	(442)
Jamaica delayed opening accrual reversal	—	342	203
Property damage insurance gain	—	2,212	—
Loss on extinguishment of debt	—	—	(25,120)
Repairs from hurricanes and tropical storms	—	—	(1,807)
Non-service cost components of net periodic pension cost <sup>(1)</sup>	645	308	232
<b>Net income before tax</b>	<b>(21,577)</b>	<b>31,176</b>	<b>8,810</b>
Income tax benefit (provision)	17,220	(12,199)	(9,051)
<b>Net (loss) income</b>	<b>\$ (4,357)</b>	<b>\$ 18,977</b>	<b>\$ (241)</b>

<sup>(1)</sup> Represents the non-service cost components of net periodic pension cost recorded within other (expense) income in the Consolidated Statements of Operations. We include these costs in calculating Adjusted EBITDA as they are considered part of our ongoing resort operations.

The following table presents segment property and equipment, gross and a reconciliation to total property and equipment, net as of December 31, 2019 and 2018 (\$ in thousands):

	As of December 31,	
	2019	2018
<b>Segment property and equipment, gross</b>		
Yucatán Peninsula	\$ 865,900	\$ 861,380
Pacific Coast	288,358	285,936
Dominican Republic	667,120	501,624
Jamaica	499,569	500,550
<b>Total segment property and equipment, gross</b>	<b>2,320,947</b>	<b>2,149,490</b>
Other corporate	7,320	9,189
Accumulated depreciation	(398,353)	(350,267)
<b>Total property and equipment, net</b>	<b>\$ 1,929,914</b>	<b>\$ 1,808,412</b>

The following table presents segment capital expenditures and a reconciliation to total capital expenditures for the years ended December 31, 2019, 2018 and 2017 (\$ in thousands):

	Year Ended December 31,		
	2019	2018	2017
<b>Segment capital expenditures</b>			
Yucatán Peninsula	\$ 28,495	\$ 16,684	\$ 25,438
Pacific Coast	3,144	3,181	4,484
Dominican Republic	178,599	79,543	73,618
Jamaica	5,178	6,262	12,691
<b>Total segment capital expenditures <sup>(1)</sup></b>	<b>215,416</b>	<b>105,670</b>	<b>116,231</b>
Other corporate	14,512	5,665	2,604
<b>Total capital expenditures <sup>(1)</sup></b>	<b>\$ 229,928</b>	<b>\$ 111,335</b>	<b>\$ 118,835</b>

<sup>(1)</sup> Includes capital expenditures incurred, but not yet paid.

## Note 21. Quarterly financial information (unaudited)

The information for each historical period has been prepared on the same basis as the audited consolidated financial statements and, in our opinion, reflects all adjustments necessary to present fairly our financial results. Operating results for previous periods do not necessarily indicate results that may be achieved in any future period.

The following tables set forth the historical unaudited quarterly financial data for the periods indicated (\$ in thousands, except share data):

	Three months ended			
	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
Total revenues	\$ 143,833	\$ 132,825	\$ 164,023	\$ 195,796
Operating (loss) income	(15,403)	(16,458)	10,334	47,237
Net (loss) income	(17,924)	(30,461)	1,040	42,988
Net (loss) income available to ordinary shareholders	\$ (17,924)	\$ (30,461)	\$ 1,040	\$ 42,988
(Losses) earnings per share - basic	\$ (0.14)	\$ (0.23)	\$ 0.01	\$ 0.33
(Losses) earnings per share - diluted	\$ (0.14)	\$ (0.23)	\$ 0.01	\$ 0.33

	Three months ended			
	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Total revenues	\$ 151,782	\$ 142,812	\$ 145,572	\$ 176,847
Operating income	13,788	2,984	18,719	55,106
Net (loss) income	(14,239)	(5,422)	16,821	21,817
Net (loss) income available to ordinary shareholders	\$ (14,239)	\$ (5,422)	\$ 16,821	\$ 21,817
(Losses) earnings per share - basic	\$ (0.11)	\$ (0.04)	\$ 0.14	\$ 0.20
(Losses) earnings per share - diluted	\$ (0.11)	\$ (0.04)	\$ 0.14	\$ 0.20



## **Note 22. Subsequent events**

For our Consolidated Financial Statements as of December 31, 2019, we evaluated subsequent events through February 27, 2020, which is the date the Consolidated Financial Statements were issued.

On February 12, 2020 we received \$8.5 million in key money in connection with our franchise agreements.

On February 18, 2020 and February 25, 2020, we repaid \$10.0 million and \$5.0 million, respectively, of the outstanding balance on our Revolving Credit Facility.

During the period from January 1, 2020 through February 27, 2020, we purchased 340,109 ordinary shares at an average price of \$7.35 per share.

**(b) Financial Statement Schedule**

**SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT**  
**Playa Hotels & Resorts N.V.**  
**(Parent Company)**  
**Balance Sheet**  
**(\$ in thousands)**

	As of December 31,	
	2019	2018
<b>ASSETS</b>		
Cash and cash equivalents	\$ 327	\$ 9,565
Intercompany receivables from subsidiaries	125	236
Prepayments and other assets	119	226
Investment in subsidiaries	809,338	831,542
<b>Total assets</b>	<b>\$ 809,909</b>	<b>\$ 841,569</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Trade and other payables	\$ 258	\$ 1,715
Intercompany payables to subsidiaries	—	13
<b>Total liabilities</b>	<b>258</b>	<b>1,728</b>
<b>Total shareholders' equity</b>	<b>809,651</b>	<b>839,841</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 809,909</b>	<b>\$ 841,569</b>

The accompanying notes are an integral part of these Condensed Financial Statements.

**SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT**

**Playa Hotels & Resorts N.V.  
(Parent Company)  
Statement of Operations  
(\$ in thousands)**

	Year Ended December 31,		
	2019	2018	2017
Revenue	\$ —	\$ —	\$ —
Selling, general and administrative expenses	(11,429)	(8,355)	(4,988)
Operating loss	(11,429)	(8,355)	(4,988)
Other (expense) income	(17)	1,382	77
Interest income	29	—	1
Interest expense	—	(197)	(4,117)
Net loss before equity in net income of subsidiaries	(11,417)	(7,170)	(9,027)
Equity in net income of subsidiaries	7,060	26,147	8,786
<b>Net (loss) income</b>	<b>(4,357)</b>	<b>18,977</b>	<b>(241)</b>
Dividends of cumulative redeemable preferred shares	—	—	(7,922)
Non-cash dividend to warrant holders	—	—	(879)
<b>Net (loss) income available to ordinary shareholders</b>	<b>\$ (4,357)</b>	<b>\$ 18,977</b>	<b>\$ (9,042)</b>

The accompanying notes are an integral part of these Condensed Financial Statements.

**SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT**

**Playa Hotels & Resorts N.V.**

**(Parent Company)**

**Statement of Cash Flows**

**(\$ in thousands)**

	For the Year Ended December 31,		
	2019	2018	2017
<b>OPERATING ACTIVITIES</b>			
Net cash provided by (used in) operating activities	\$ 4,456	\$ (493)	\$ 66,631
<b>INVESTING ACTIVITIES</b>			
Investment in subsidiaries	—	(7,000)	(78,709)
Return of investment in subsidiaries	—	6,784	—
Net cash used in investing activities	—	(216)	(78,709)
<b>FINANCING ACTIVITIES</b>			
Repayment of intercompany loans	—	(7,500)	(49,447)
Repurchase of ordinary shares	(13,694)	(314)	—
Repurchase of Earnout Warrants	—	(55)	—
Recapitalization transaction	—	—	79,658
Net cash (used in) provided by financing activities	(13,694)	(7,869)	30,211
<b>(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(9,238)</b>	<b>(8,578)</b>	<b>18,133</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF THE PERIOD</b>	<b>\$ 9,565</b>	<b>\$ 18,143</b>	<b>\$ 10</b>
<b>CASH AND CASH EQUIVALENTS, END OF THE PERIOD</b>	<b>\$ 327</b>	<b>\$ 9,565</b>	<b>\$ 18,143</b>
<b>SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING ACTIVITIES</b>			
Non-cash paid-in-kind dividends	\$ —	\$ —	\$ 7,922
Purchase of cumulative redeemable preferred shares	\$ —	\$ —	\$ (239,492)
Settlement of accrued dividends of cumulative redeemable preferred shares	\$ —	\$ —	\$ (114,381)
Non-cash transfer of treasury shares	\$ —	\$ —	\$ (80)
Non-cash investment in subsidiaries	\$ —	\$ 225,000	\$ —
Non-cash return of investment in subsidiaries	\$ —	\$ (9,600)	\$ —
Par value of vested restricted share awards	\$ 54	\$ 22	\$ 17
Par value of ordinary shares issued in exchange for warrants	\$ —	\$ —	\$ 747
Non-cash dividend to warrant holders	\$ —	\$ —	\$ 879

The accompanying notes are an integral part of these Condensed Financial Statements.

## **SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT**

### **Playa Hotels & Resorts N.V.**

#### **(Parent Company)**

#### **Notes to Condensed Financial Statements**

### **1. Background and basis of presentation**

Playa Hotels & Resorts N.V. (“Playa,” “we,” “us,” or the “Company”) was incorporated as a public limited liability company in the Netherlands concurrent with the Pace Business Combination (as defined in Note 4 of the Consolidated Financial Statements included elsewhere in this filing). Playa became the parent company (holding) of the Company’s portfolio through its wholly-owned subsidiary Playa Resorts Holding B.V. When presenting parent company financial statements (our “Condensed Financial Statements”), the Company accounts for its investment in subsidiaries using the equity method of accounting.

Certain of the Company’s subsidiaries have material restrictions on their ability to pay dividends or make intercompany loans and advances pursuant to the Senior Secured Credit Facility (as defined in Note 15 of the Company’s Consolidated Financial Statements included elsewhere in this filing). These Condensed Financial Statements have been prepared in accordance with Rule 12-04, Schedule I of Regulation S-X, as the restricted net assets of Playa and its subsidiaries constitute more than 25% of the consolidated net assets of the Company and its subsidiaries. This information should be read in conjunction with the Company’s Consolidated Financial Statements included elsewhere in this filing.

### **2. Commitments, contingencies and cumulative redeemable preferred shares**

The legal entity has guaranteed liabilities of certain consolidated group companies, as meant in article 2:403 of the Netherlands Civil Code. The legal entity is therefore jointly and severally liable for the liabilities arising from the legal acts of those group companies. The Company and its subsidiaries are involved in certain litigation and claims, including claims and assessments with taxing authorities, which are incidental to the conduct of its business.

The Dutch corporate income tax act provides the option of a fiscal unity, which is a consolidated tax regime wherein the profits and losses of group companies can be offset against each other. Our Dutch companies file as a fiscal unity, with the exception of Playa Romana B.V., Playa Romana Mar B.V. and Playa Hotels & Resorts N.V. Playa Resorts Holding B.V. is the head of our Dutch fiscal unity and is jointly and severally liable for the tax liabilities of the fiscal unity as a whole.

During the third quarter of 2015, we identified and recorded a potential Dutch operating tax contingency resulting from allocations to be made of certain corporate expenses from 2014 and 2015. We provided all requested documentation to the Dutch tax authorities and, in the fourth quarter of 2018, they reached their final determination resulting in a gain of \$1.2 million reported in other income for the year ended December 31, 2018. As of December 31, 2018 and 2019, there was no operating tax contingency outstanding.

For a discussion of our cumulative redeemable preferred shares, see Note 13 of the Consolidated Financial Statements included elsewhere in this filing.

### **3. Dividends from subsidiaries**

We received \$8.3 million, \$0 million and \$75.1 million in cash dividends for the years ended December 31, 2019, 2018 and 2017, respectively, which are included within operating activities in the Condensed Statement of Cash Flows for all periods presented.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.***Disclosure Controls and Procedures*

We maintain a set of disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) designed to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. In accordance with Rule 13a-15(b) of the Exchange Act, as of the end of the period covered by this annual report, an evaluation was carried out under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, of the effectiveness of our disclosure controls and procedures. Based on that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2019.

*Management’s Report on Internal Control over Financial Reporting*

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act. Management conducted, under the supervision of our Chief Executive Officer and Chief Financial Officer, an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the assessment performed, management concluded that our internal control over financial reporting was effective as of December 31, 2019.

This Annual Report on Form 10-K does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the Company’s registered public accounting firm pursuant to rules of the SEC that permit the Company to provide only management’s report in this annual report.

*Remediation of Prior Year Material Weakness*

We disclosed in our Annual Report on Form 10-K for the year ended December 31, 2018 the following material weakness in our internal control over financial reporting that existed as of December 31, 2018:

- Our information technology controls, including system access, change management, and segregation of duties were not sufficiently designed and implemented to address certain information technology risks and, as a result, could expose our systems and data to unauthorized use or alteration (the “IT Weakness”).

During 2019, we continued to take steps to remediate the identified IT Weakness. We had previously engaged a third-party consulting firm to assist us with the implementation of SAP, which is a global information technology solution designed to address, among other items, the elements which gave rise to our material weakness. During 2019, we successfully implemented SAP at all of our remaining properties, meaning that as of December 31, 2019, SAP was successfully implemented in our corporate entities, at all of our properties in Mexico, the Dominican Republic and Jamaica. We also successfully completed testing our SAP controls for effectiveness. Based on our implementation and testing, we concluded that the IT Weakness has been remediated as of December 31, 2019.

*Changes in Internal Control Over Financial Reporting*

Except for the remediation of the IT Weakness described above, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information.**

None.

### **PART III**

#### **Item 10. *Directors, Executive Officers and Corporate Governance.***

The information required by this item is incorporated by reference to the Company's Proxy Statement for the 2020 Annual General Meeting of Shareholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2019.

#### **Item 11. *Executive Compensation.***

The information required by this item is incorporated by reference to the Company's Proxy Statement for the 2020 Annual General Meeting of Shareholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2019.

#### **Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***

The information required by this item is incorporated by reference to the Company's Proxy Statement for the 2020 Annual General Meeting of Shareholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2019.

#### **Item 13. *Certain Relationships and Related Transactions, and Director Independence.***

The information required by this item is incorporated by reference to the Company's Proxy Statement for the 2020 Annual General Meeting of Shareholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2019.

#### **Item 14. *Principal Accounting Fees and Services.***

The information required by this item is incorporated by reference to the Company's Proxy Statement for the 2020 Annual General Meeting of Shareholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2019.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules.

#### (1) Financial Statements

The following financial statements are included under a separate caption “Financial Statements and Supplementary Data” in Part II, Item 8 of this Annual Report on the Form 10-K and are incorporated herein by reference:

[Report of Independent Registered Public Accounting Firm](#)

[Consolidated Balance Sheets as of December 31, 2019 and 2018.](#)

[Consolidated Statements of Operations for the years ended December 31, 2019, 2018 and 2017.](#)

[Consolidated Statements of Comprehensive \(Loss\) Income for the years ended December 31, 2019, 2018 and 2017.](#)

[Consolidated Statements of Cumulative Redeemable Preferred Shares and Shareholders' Equity for the years ended December 31, 2019, 2018 and 2017.](#)

[Consolidated Statements of Cash Flows for the years ended December 31, 2019, 2018 and 2017.](#)

[Notes to Consolidated Financial Statements.](#)

[Schedule I - Condensed Financial Information of Registrant](#)

#### (2) Financial Statement Schedules

All other financial statement schedules are omitted either because they are not required or are not applicable, or because the required information is included in the financial statements or notes thereto.

#### (3) Exhibits

The following exhibits are filed or furnished, as the case may be, as part of this Annual Report on Form 10-K:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3.1	<a href="#"><u>Articles of Association of Playa Hotels &amp; Resorts N.V. (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q filed by the Registrant on May 8, 2017)</u></a>
3.2	<a href="#"><u>Deed of Amendment to Articles of Association (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Company on May 11, 2018)</u></a>
3.3	<a href="#"><u>Board Rules for Playa Hotels &amp; Resorts N.V. (incorporated by reference to Exhibit 3.2 to the to the Quarterly Report on Form 10-Q filed by the Registrant on May 8, 2017)</u></a>
4.1**	<a href="#"><u>Description of Securities of Playa Hotels &amp; Resorts N.V.</u></a>
10.1	<a href="#"><u>Shareholder Agreement (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-4 filed by Porto Holdco B.V. with the Securities and Exchange Commission on February 7, 2017)</u></a>
10.2	<a href="#"><u>Registration Rights Agreement (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-4 filed by Porto Holdco B.V. with the Securities and Exchange Commission on February 7, 2017)</u></a>
10.3	<a href="#"><u>Form of Playa Investor Subscription Agreements, dated as of March 11, 2017, by and between the Company and each Playa Investor party thereto (incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K filed by the Registrant on March 14, 2017)</u></a>
10.4	<a href="#"><u>Company Earnout Warrants Agreement (incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-4 filed by Porto Holdco B.V. with the Securities and Exchange Commission on February 7, 2017)</u></a>
10.5	<a href="#"><u>Sponsor Earnout Warrants Agreement, dated as of March 10, 2017, by and between the Company and TPG Pace Sponsor, LLC (formerly, TPACE Sponsor Corp.) (incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-4 filed by Porto Holdco B.V. with the Securities and Exchange Commission on February 7, 2017)</u></a>



<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.6	<a href="#"><u>Director &amp; Officer Indemnification Agreement (incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-4 filed by Porto Holdco B.V. with the Securities and Exchange Commission on February 7, 2017)</u></a>
10.7*	<a href="#"><u>2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-4 filed by Porto Holdco B.V. with the Securities and Exchange Commission on February 7, 2017)</u></a>
10.8*	<a href="#"><u>First Amendment to 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q filed by the Registrant on May 7, 2019)</u></a>
10.9	<a href="#"><u>Form of Amended and Restated Franchise Agreement by Franchisee named therein and Hyatt Franchising Latin America, L.L.C. (incorporated by reference to Exhibit 10.17 to the Current Report on Form 8-K filed by the Registrant on March 14, 2017)</u></a>
10.10	<a href="#"><u>Form of First Amendment to the Amended and Restated Franchise Agreement by Franchisee named therein and Hyatt Franchising Latin America, L.L.C. (incorporated by reference to Exhibit 10.18 to the Current Report on Form 8-K filed by the Registrant on March 14, 2017)</u></a>
10.11	<a href="#"><u>Strategic Alliance Agreement, dated as of December 14, 2016, by and between Hyatt Franchising Latin America, L.L.C. and Playa Hotels &amp; Resorts B.V. (incorporated by reference to Exhibit 10.22 to the Current Report on Form 8-K filed by the Registrant on March 14, 2017)</u></a>
10.12*	<a href="#"><u>Form of Restricted Shares Agreement (incorporated by reference to Exhibit 10.27 to the Current Report on Form 8-K filed by the Registrant on March 14, 2017)</u></a>
10.13*	<a href="#"><u>Restatement Agreement, dated as of April 27, 2017, by and among Playa Hotels &amp; Resorts N.V., Playa Resorts Holding B.V., the Guarantors party thereto, Deutsche Bank AG New York Branch and the other lenders party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant on April 28, 2017)</u></a>
10.14*	<a href="#"><u>Form of Time-Based Restricted Shares Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant on June 2, 2017)</u></a>
10.15*	<a href="#"><u>Form of Performance-Based Restricted Shares Agreement (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the Registrant on June 2, 2017)</u></a>
10.16	<a href="#"><u>First Amendment to Amended &amp; Restated Credit Agreement, dated as of December 6, 2017, among Playa Hotels &amp; Resorts N.V., Playa Resorts Holding B.V., as Borrower, the Guarantors party thereto, Deutsche Bank AG New York Branch, as Administrative Agent and lender and the other lenders party thereto from time to time (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant on December 8, 2017)</u></a>
10.17	<a href="#"><u>First Amendment to Strategic Alliance Agreement, dated as of February 26, 2018, by and between Playa Hotels &amp; Resorts N.V. and Hyatt Franchising Latin America, L.L.C. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant on February 27, 2018).</u></a>
10.18	<a href="#"><u>Form of Second Amendment to Franchise Agreement by Franchisee named therein and Hyatt Franchising Latin America, L.L.C. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the Registrant on February 27, 2018).</u></a>
10.19	<a href="#"><u>Shareholder Agreement, dated as of May 31, 2018, by and JCSD Trustees Services Limited, X Fund Properties Limited and Playa Hotels &amp; Resorts N.V. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on June 4, 2018)</u></a>
10.20	<a href="#"><u>Second Amendment to Amended &amp; Restated Credit Agreement, dated as of June 7, 2018, among Playa Hotels &amp; Resorts N.V., Playa Resorts Holding B.V., as Borrower, the Guarantors party thereto, Deutsche Bank AG New York Branch, as Administrative Agent and lender and the other lenders party thereto from time to time (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on June 8, 2018)</u></a>
10.21*	<a href="#"><u>Executive Employment Agreement, dated as of December 28, 2018, by and between Playa Resorts Management, LLC, and Bruce D. Wardinski</u></a>
10.22*	<a href="#"><u>Executive Employment Agreement, dated as of December 28, 2018, by and between Playa Resorts Management, LLC, and Ryan Hymel</u></a>
10.23*	<a href="#"><u>Executive Employment Agreement, dated as of December 28, 2018, by and between Playa Management USA, LLC, and Alexander Stadlin</u></a>

<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.24*	<a href="#"><u>Executive Employment Agreement, dated as of December 28, 2018, by and between Playa Management USA, LLC, and Kevin Froemming</u></a>
10.25*	<a href="#"><u>Amendment to Executive Employment Agreement, dated as of December 16, 2019, by and between Playa Resorts Management, LLC and Bruce D. Wardinski (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant on December 17, 2019)</u></a>
10.26*	<a href="#"><u>Amendment to Executive Employment Agreement, dated as of September 23, 2019, by and between Playa Management USA, LLC, and Kevin Froemming (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by the Company on September 25, 2019)</u></a>
10.27*	<a href="#"><u>Amendment to Executive Employment Agreement, dated as of September 23, 2019, by and between Playa Management USA, LLC, and Alexander Stadlin (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the Company on September 25, 2019)</u></a>
10.28*	<a href="#"><u>Second Amendment to Executive Employment Agreement, dated as of December 16, 2019, by and between Playa Management USA, LLC and Alexander Stadlin (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by the Company on December 17, 2019)</u></a>
10.29*	<a href="#"><u>Amendment to Executive Employment Agreement, dated as of September 23, 2019, by and between Playa Resorts Management, LLC, and Ryan Hymel (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on September 25, 2019)</u></a>
21.1	<a href="#"><u>Subsidiaries of Playa Hotels &amp; Resorts N.V.</u></a>
23.1	<a href="#"><u>Consent of Deloitte &amp; Touche LLP, independent registered accounting firm.</u></a>
31.1	<a href="#"><u>Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
31.2	<a href="#"><u>Certification of the Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
32.1	<a href="#"><u>Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
32.2	<a href="#"><u>Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
101	The following materials from Playa Hotels & Resorts N.V.'s Annual Report on Form 10-K for the period ended December 31, 2019, formatted in XBRL (eXtensible Business Reporting Language): (i) <a href="#"><u>Consolidated Balance Sheets</u></a> , (ii) <a href="#"><u>Consolidated Statements of Operations</u></a> , (iii) <a href="#"><u>Consolidated Statements of Comprehensive (Loss) Income</u></a> , (iv) <a href="#"><u>Consolidated Statements of Cumulative Redeemable Preferred Shares and Shareholders' Equity</u></a> , (v) <a href="#"><u>Consolidated Statements of Cash Flows</u></a> , (vi) <a href="#"><u>the Notes to the Consolidated Financial Statements</u></a> and (vii) <a href="#"><u>Schedule I - Condensed Financial Information of Registrant</u></a>
104	Inline XBRL for the cover page of this Annual Report on Form 10-K for the year ended December 31, 2019, filed electronically herewith, included in the Exhibit 101 Inline XBRL Document Set.
*	Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 15(b) of Form 10-K.
**	Filed herewith

**Item 16. Form 10-K Summary.**

Not applicable.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### Playa Hotels & Resorts N.V.

Date: February 27, 2020

By: /s/ Bruce D. Wardinski

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**Bruce D. Wardinski**  
**Chairman and Chief Executive Officer**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u><b>Signatures</b></u>	<u><b>Title</b></u>	<u><b>Date</b></u>
/s/ Bruce D. Wardinski <hr/> <b>Bruce D. Wardinski</b>	Chairman and Chief Executive Officer (Principal Executive Officer)	2/27/2020
/s/ Ryan Hymel <hr/> <b>Ryan Hymel</b>	Chief Financial Officer (Principal Financial Officer)	2/27/2020
/s/ Brandon B. Buhler <hr/> <b>Brandon B. Buhler</b>	Chief Accounting Officer (Principal Accounting Officer)	2/27/2020
/s/ Daniel J. Hirsch <hr/> <b>Daniel J. Hirsch</b>	Director	2/27/2020
/s/ Charles Floyd <hr/> <b>Charles Floyd</b>	Director	2/27/2020
/s/ Richard B. Fried <hr/> <b>Richard B. Fried</b>	Director	2/27/2020
/s/ Gloria Guevara <hr/> <b>Gloria Guevara</b>	Director	2/27/2020
/s/ Hal Stanley Jones <hr/> <b>Hal Stanley Jones</b>	Director	2/27/2020
/s/ Thomas Klein <hr/> <b>Thomas Klein</b>	Director	2/27/2020
/s/ Elizabeth Lieberman <hr/> <b>Elizabeth Lieberman</b>	Director	2/27/2020
/s/ Karl Peterson <hr/> <b>Karl Peterson</b>	Director	2/27/2020
/s/ Arturo Sarukhan <hr/> <b>Arturo Sarukhan</b>	Director	2/27/2020
/s/ Peter Melhado <hr/> <b>Peter Melhado</b>	Director	2/27/2020
/s/ Christopher W. Zacca <hr/> <b>Christopher W. Zacca</b>	Director	2/27/2020

**DESCRIPTION OF THE REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

*The following is a description of the material terms of the Ordinary Shares of Playa Hotels & Resorts N.V. (the "Company", "we" and "our") related provisions of our articles of association ("Articles of Association") and of applicable Dutch law. The description is qualified in its entirety by, and should be read in conjunction with, the Articles of Association and applicable Dutch law.*

## **Share Capital**

### ***Authorized Share Capital***

Under Dutch law, the authorized share capital is the maximum capital that we may issue without amending our Articles of Association and may be a maximum of five times the issued capital. We have authorized 500,000,000 Ordinary Shares with a nominal value of €0.10 per share. Our outstanding Ordinary Shares are duly authorized, validly issued, fully paid and non-assessable.

### ***Issuance of Shares***

Under Dutch law, shares are issued and rights to subscribe for shares are granted pursuant to a resolution of the general meeting of shareholders of the Company (the "*General Meeting*"). Our Articles of Association provide that the General Meeting may only adopt such resolution with at least two-thirds of the votes cast, unless such resolution is passed at the proposal of our Board. The General Meeting may authorize our Board to issue new shares or grant rights to subscribe for shares, following a proposal by our Board or absent such proposal by the General Meeting with at least two-thirds of the votes cast. The authorization can be granted and extended, in each case for a period not exceeding five years. For as long as, and to the extent, that such authorization is effective, the General Meeting will not have the power to issue shares and rights to subscribe for shares.

The General Meeting adopted a resolution on March 10, 2017, effective as of March 12, 2017, pursuant to which our Board is irrevocably authorized to, for a period of five years from the date of the resolution, issue shares and grant rights to subscribe for shares in the form of Ordinary Shares up to the amount of the authorized share capital (from time to time).

### ***Preemptive Rights***

Under Dutch law, in the event of an issuance of Ordinary Shares or granting of rights to subscribe for Ordinary Shares, each shareholder will have a pro rata preemptive right in proportion to the aggregate nominal value of the Ordinary Shares held by such holder (unless limited as described herein). A holder of Ordinary Shares does not have a preemptive right with respect to the issuance of, or granting of rights to subscribe for: (i) Ordinary Shares for consideration other than cash; (ii) Ordinary Shares to our employees or employees of one of our group companies; or (iii) shares issued upon the exercise of previously granted rights to subscribe for shares.

The preemptive rights in respect of newly issued Ordinary Shares may be restricted or excluded by a resolution of the General Meeting with at least two-thirds of the votes cast, unless such resolution is passed at the proposal of our Board. Such authorization for our Board can be granted and extended, in each case for a period not exceeding five years. For as long as, and to the extent that, such authorization is effective, the General Meeting will not have the power to limit or exclude preemptive rights and such authorization may not be revoked unless stipulated otherwise in the authorization. A resolution of the General Meeting to limit or exclude the preemptive rights, or to designate our Board as the authorized body to do so, requires a majority of the votes cast at a General Meeting if at least half of the issued share capital is represented at the meeting (and the resolution is proposed by our Board) or at least two thirds of the votes cast at the General Meeting if less than half of the issued share capital is represented at the meeting (and/or if the resolution is not proposed by our Board).

Also on March 10, 2017 (effective as of March 12, 2017), the General Meeting adopted a resolution authorizing our Board to limit or exclude the preemptive rights of our shareholders for a period of five years from the date of such resolution. At annual General Meetings to be held in the future, our Board may place on the agenda a proposal to re-authorize our Board to issue new shares, grant rights to subscribe for shares or limit or exclude preemptive rights for newly issued Ordinary Shares, each as described above, for a period of five years from the date of such annual General Meeting.

### ***Transfer of Shares***

Transfers of registered shares (other than in book-entry form) require a written deed of transfer and, unless we are a party to the deed of transfer, an acknowledgement by or proper service upon us to be effective. However, for as long as any of our Ordinary Shares are listed on the New York Stock Exchange, the NASDAQ or on any other stock exchange operating in the United States of America, the laws of the State of New York shall apply to the property law aspects of the shares reflected in the register administered by the relevant transfer agent, and the previous sentence will not apply.

### ***Form of Shares***

Pursuant to our Articles of Association, Ordinary Shares are registered shares, although our Board may resolve that one or more shares are bearer shares, represented by physical share certificates.

### ***Repurchase of Ordinary Shares***

Under Dutch law, we may not subscribe for newly issued shares in our own capital. We may acquire our Ordinary Shares, subject to applicable provisions and restrictions of Dutch law and our Articles of Association, to the extent that:

- such shares are fully paid-up;
- such shares are acquired for no valuable consideration or, provided that the General Meeting has authorized our Board for this purpose, such repurchase would not cause our shareholders' equity to fall below an amount equal to the sum of the paid-up and called-up part of the issued share capital and the reserves we are required to maintain pursuant to Dutch law or our Articles of Association; and
- immediately after the acquisition of such shares, we and our subsidiaries would not hold, or would not hold as pledgees, shares having an aggregate nominal value that exceeds 50% of our issued share capital.

Other than shares acquired for no valuable consideration or under universal title of succession (*onder algemene titel*) (e.g., through a merger or spin off) under statutory Dutch or other law, we may acquire shares only if the General Meeting has authorized our Board to do so. An authorization by the General Meeting for the acquisition of shares can be granted for a maximum period of 18 months. Such authorization must specify the number of shares that may be acquired, the manner in which these shares may be acquired and the price range within which the shares may be acquired. No authorization of the General Meeting is required if Ordinary Shares are acquired by us on the NASDAQ with the intention of transferring such Ordinary Shares to our employees or employees of a group company pursuant to an arrangement applicable to them. For each annual General Meeting, we expect that our Board will place on the agenda a proposal to re-authorize our Board to repurchase shares for a period of 18 months from the date of the resolution. We cannot derive any right to any distribution from shares acquired by us.

At our annual general meeting of shareholders held on May 16, 2019, the General Meeting voted to authorize our Board for a period of 18 months following the annual general meeting to resolve for us to acquire fully paid-up Ordinary Shares (and depository receipts for Ordinary Shares), by any means, including through derivative products, purchases on a stock exchange, private purchases, block trades, or otherwise, for a price between EUR 0.01 and 100% of the average market price of the Ordinary Shares on the NASDAQ (such average market price being calculated on the basis of the average closing price on each of the five consecutive trading days preceding the three trading days prior to the date the acquisition was agreed upon or the trading order for such acquisition was given), up to 10% of the Ordinary Shares comprised in our issued share capital at close of business on May 16, 2019.

### ***Capital Reduction***

At a General Meeting, our shareholders may, with at least two-thirds of the votes cast, unless such resolution is passed at the proposal of our Board (or if less than half of our issued share capital is represented at the General Meeting), resolve to reduce our issued share capital by (i) cancelling shares or (ii) reducing the nominal value of the shares by amending our Articles of Association. In either case, this reduction would be subject to applicable statutory provisions. A resolution to cancel shares may only relate to shares held by us or in respect of which we hold the depository receipts.

A reduction of the nominal value of shares without repayment and without release from the obligation to pay up the shares must be effectuated proportionally on shares of the same class (unless all affected shareholders agree to a disproportional reduction).

A resolution that would result in a reduction of capital requires approval by a majority of the votes cast of each group of shareholders of the same class whose rights are prejudiced by the reduction. In addition, a reduction of capital involves a two-month waiting period during which creditors have the right to object to a reduction of capital under specified circumstances.

## **Voting Rights**

### ***Voting Rights and Quorum***

In accordance with Dutch law and our Articles of Association, each Ordinary Share confers the right on the holder thereof to cast one vote at the General Meeting. The voting rights attached to any shares held by us or our direct or indirect subsidiaries are suspended, unless the Ordinary Shares were encumbered with a right of usufruct or a pledge in favor of a party other than us or a direct or indirect subsidiary before such Ordinary Shares were acquired by us or such a subsidiary, in which case, the other party may be entitled to exercise the voting rights on the Ordinary Shares. We may not exercise voting rights for Ordinary Shares in respect of which we or a direct or indirect subsidiary has a right of usufruct or a pledge.

Voting rights may be exercised by shareholders or by a duly appointed proxy holder (the written proxy being acceptable to the chairman of the General Meeting) of a shareholder, which proxy holder need not be a shareholder. The holder of a usufruct or pledge on shares shall have the voting rights attached thereto if so provided for when the usufruct or pledge was created.

Under our Articles of Association, blank votes (votes where no choice has been made), abstentions and invalid votes shall not be counted as votes cast. However, shares in respect of which a blank vote or invalid vote has been cast and shares in respect of which the person with meeting rights who is present or represented at the meeting has abstained from voting are counted when determining the part of the issued share capital that is present or represented at a General Meeting. The chairman of the General Meeting shall determine the manner of voting and whether voting may take place by acclamation.

Resolutions of the shareholders are adopted at a General Meeting by a majority of votes cast, except where Dutch law or our Articles of Association provide for a special majority in relation to specified resolutions. Our Articles of Association do provide that resolutions at a General Meeting can only be adopted if at least one-third of the issued and outstanding shares in our capital are present or represented at such General Meeting, subject to any provision of mandatory Dutch law and any higher quorum requirement stipulated by our Articles of Association.

Subject to certain restrictions in our Articles of Association, the determination during the General Meeting made by the chairman of that General Meeting with regard to the results of a vote shall be decisive. Our Board will keep a record of the resolutions passed at each General Meeting.

### ***Amendment of Articles of Association***

At a General Meeting, at the proposal of our Board, our shareholders may resolve to amend our Articles of Association. A resolution by the shareholders to amend our Articles of Association requires a majority of the votes cast. In the absence of a proposal by our Board, the General Meeting may resolve to amend our Articles of Association with at least two-thirds of the votes cast.

### ***Merger, Demerger and Dissolution***

At the proposal of our Board, the General Meeting may resolve with a majority of the votes cast (subject to certain exceptions) or with at least two-thirds of the votes cast if there is no proposal thereto by our Board, to legally merge or demerge the Company within the meaning of Title 7, Book 2 of the Dutch Civil Code.

Our shareholders may at a General Meeting, based on a proposal by our Board, by means of a resolution passed by a majority of the votes cast, or with at least two-thirds of the votes cast if there is no proposal of our Board thereto, resolve that we will be dissolved. In the event of our dissolution, the liquidation shall be effected by our Board, unless the General Meeting decides otherwise.

In the event of a dissolution and liquidation, the assets remaining after payment of all of our debts (including any liquidation expenses) are to be distributed to the ordinary shareholders in proportion to the aggregate nominal value of their Ordinary Shares. The liquidation and all distributions referred to in this paragraph will be made in accordance with the relevant provisions of Dutch law.

### ***Squeeze Out***

A shareholder who for its own account (or together with its group companies) holds at least 95% of our issued share capital may institute proceedings against the other shareholders jointly for the transfer of their shares to the shareholder who holds such 95% majority. The proceedings are held before the Enterprise Chamber of the Amsterdam Court of Appeal.

(*Ondernemingskamer van het Gerechtshof Amsterdam*) (the “Enterprise Chamber”) and can be instituted by means of a writ of summons served upon each of the minority shareholders in accordance with the provisions of the Dutch Code of Civil Procedure (*Wetboek van Burgerlijke Rechtsvordering*). The Enterprise Chamber may grant the claim for squeeze-out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary after appointment of one or three experts who will offer an opinion to the Enterprise Chamber on the value of the shares of the minority shareholders. Once the order to transfer by the

Enterprise Chamber becomes final and irrevocable, the majority shareholder that instituted the squeeze-out proceedings shall give written notice of the date and place of payment and the price to the holders of the shares to be acquired whose addresses are known to the majority shareholder. Unless the addresses of all minority shareholders are known to the majority shareholder acquiring the shares, the majority shareholder is required to publish the same in a newspaper with a national circulation.

A shareholder that holds a majority of our issued share capital, but less than the 95% required to institute the squeeze-out proceedings described above, may seek to propose and implement one or more restructuring transactions with the objective of obtaining at least 95% of our issued share capital so the shareholder may initiate squeeze-out proceedings. Those restructuring transactions could, among other things, include a merger or demerger involving us, a contribution of cash and/or assets against issuance of shares, the issue of new shares to the majority shareholder without preemptive rights for minority shareholders or an asset sale transaction.

Depending on the circumstances, an asset sale of a Dutch public limited liability company (*naamloze vennootschap*) is sometimes used as a way to squeeze out minority shareholders, for example, after a successful tender offer through which a third party acquires a supermajority, but less than all, of the company’s shares. In such a scenario, the business of the target company is sold to a third party or a special purpose vehicle, followed by the liquidation of the target company. The purchase price is distributed to all shareholders in proportion to their respective shareholding as liquidation proceeds, thus separating the business from the company in which minority shareholders had an interest.

Any sale or transfer of all of our assets and our dissolution or liquidation is subject to approval by a majority of the votes cast in our General Meeting. Our Articles of Association provide that our General Meeting may only adopt such resolution upon a proposal of our Board or with at least two-thirds of the votes cast, unless such resolution is passed at the proposal of our Board.

### ***Certain Other Major Transactions***

Our Articles of Association and Dutch law provide that resolutions of our Board concerning a material change in the identity or character of the Company or its business are subject to the approval of the General Meeting. Such changes include:

- a transfer of all or materially all of its business to a third party;
- the entry into or termination of a long-lasting alliance of us or of a subsidiary either with another entity or company, or as a fully liable partner of a limited partnership or partnership, if this alliance or termination is of significant importance to us; and
- the acquisition or disposition of an interest in the capital of a company by us or by our subsidiary with a value of at least one-third of the value of our assets, according to the balance sheet with explanatory notes or, if we prepare a consolidated balance sheet, according to the consolidated balance sheet with explanatory notes in our most recently adopted annual accounts.

### **Dividends and Other Distributions**

We may only make distributions to our shareholders if the shareholders’ equity exceeds the sum of the paid-up and called-up share capital plus the reserves as required to be maintained by Dutch law or by our Articles of Association.

Any amount remaining out of distributable profits is added to our reserves as our Board determines. After reservation by our Board of any distributable profits, the shareholders, upon the proposal of our Board or with at least two-thirds of the votes cast, may declare a dividend. Our Board is permitted, subject to certain requirements, to declare interim dividends without the approval of the shareholders. Interim dividends may be declared as provided in our Articles of Association and may be distributed to the extent that the shareholders’ equity, based on interim financial statements, exceeds the paid-up and called-up share capital and the reserves that must be maintained under Dutch law or our Articles of Association. Interim dividends are deemed advances on the final dividend to be declared with respect to the fiscal year in which the interim dividends have been declared. We may reclaim any distributions, whether interim or not interim, made in contravention of certain restrictions of Dutch law from shareholders that knew or should have known that such distribution was not permissible. In addition, on the

basis of Dutch case law, if after a distribution we are not able to pay our due and collectable debts, then our shareholders or directors who at the time of the distribution knew or reasonably should have foreseen that result may be liable to our creditors.

Distributions shall be payable in the currency determined by our Board at a date determined by it. Our Board will set the record date to establish which shareholders (or usufructuaries or pledgees, as the case may be) are entitled to the distribution, such date not being earlier than the date on which the distribution was announced. Claims for payment of dividends and other distributions not made within five years from the date that such dividends or distributions became payable will lapse, and any such amounts will be considered to have been forfeited to us (*verjaring*).

We do not anticipate paying any dividends on Ordinary Shares for the foreseeable future.

### **Notices**

We will give notice of each General Meeting by publication on our website and, to the extent required by applicable law, in a Dutch daily newspaper with national distribution, and in any other manner that we may be required to follow in order to comply with Dutch law and applicable stock exchange and SEC requirements. Holders of registered shares may further be provided notice of the meeting in writing at their addresses as stated in our shareholders' register.

### **Transfer Agent**

The transfer agent for our Ordinary Shares is Computershare Trust Company, N.A. Each person investing in Ordinary Shares held through The Depository Trust Company must rely on the procedures thereof and on institutions that have accounts therewith to exercise any rights of a holder of Ordinary Shares.

For as long as any Ordinary Shares are listed on the NASDAQ or on any other stock exchange operating in the United States, the laws of the State of New York shall apply to the property law aspects of the Ordinary Shares reflected in the register administered by our transfer agent.

Our Ordinary Shares are listed in registered form and such Ordinary Shares, through the transfer agent, are not certificated. We have appointed Computershare Trust Company, N.A. as our agent in New York to maintain our shareholders' register on behalf of our Board and to act as transfer agent and registrar for our Ordinary Shares. The Ordinary Shares will be traded on the NASDAQ in book-entry form.

### **Listing of Our Securities**

Our Ordinary Shares are traded on the NASDAQ under the symbol "PLYA."



## Subsidiaries of Playa Hotels &amp; Resorts N.V.

Entity Name	Jurisdiction of Incorporation
Paloma Capital N.V.	Curacao
Perfect Timing N.V.	Curacao
Perfect Tours N.V.	Curacao
Inversiones Vilazul, S.A.S.	Dominican Republic
Playa Cana B.V. (DR Branch)	Dominican Republic
Playa Romana Mar B.V. (DR Branch)	Dominican Republic
Playa Management, LLC (DR Branch)	Dominican Republic
Playa Dominican Resort B.V. (DR Branch)	Dominican Republic
Servicios PLYA DR Hoteles, S.A.S.	Dominican Republic
Best Trip Tours & Travel, S.R.L.	Dominican Republic
Playa Hall Jamaican Resort Limited	Jamaica
Hilmobay Resort Limited	Jamaica
Ensenada Rosa Grande Resort Limited	Jamaica
JG Management Co. Limited	Jamaica
Ensenada Fugitiva Resort Limited	Jamaica
Ensenada Paraiso Resort Limited	Jamaica
Rio Ensenada Mammee Resort Limited	Jamaica
Montego Portfolio Limited	Jamaica
Services PLYA Hotels Limited	Jamaica
Servicios PLYA Hotels & Resorts, S. de R.L. de C.V.	Mexico
Cameron del Caribe, S. de R.L. de C.V.	Mexico
Cameron del Pacífico, S. de R.L. de C.V.	Mexico
Desarrollos GCR, S. de R.L. de C.V.	Mexico
Gran Desing & Factory, S. de R.L. de C.V.	Mexico
Hotel Capri Caribe, S. de R.L. de C.V.	Mexico
Hotel Gran Caribe Real, S. de R.L. de C.V.	Mexico
Inmobiliaria Y Proyectos TRPLAYA, S. de R.L. de C.V.	Mexico
Playa Cabos Baja, S. de R.L. de C.V.	Mexico
Playa Gran, S. de R.L. de C.V.	Mexico
Playa Resorts Management Mexico, S. de R.L. de C.V.	Mexico
Playa Rmaya One, S. de R.L. de C.V.	Mexico
Servicios Hoteleros de Capri, S. de R.L. de C.V.	Mexico
Servicios Hoteleros de Punta Cancún, S. de R.L. de C.V.	Mexico
Servicios Hoteleros Grand Cabos Baja, S. de R.L. de C.V.	Mexico
Servicios Hoteleros Pvall, S. de R.L. de C.V.	Mexico
Servicios Hoteleros Rmaya One, S. de R.L. de C.V.	Mexico
Playa Management, LLC (MX Branch)	Mexico
Playa H&R Holdings B.V.	Netherlands
Playa Hotels & Resorts N.V.	Netherlands
Playa Resorts Holding B.V.	Netherlands
Playa Riviera Maya B.V.	Netherlands
Playa Romana B.V.	Netherlands
Playa Cana B.V.	Netherlands
Playa Romana Mar B.V.	Netherlands
Playa Dominican Resort B.V.	Netherlands
St. James Parish Resort Limited	St. Lucia

Entity Name	Jurisdiction of Incorporation
Hilmobay Resort Lucia Limited	St. Lucia
Grande Resort Lucia Limited	St. Lucia
Runaway Bay Resort Lucia Limited	St. Lucia
Paradise Cove Resort Lucia Limited	St. Lucia
Dunn's River Resort Lucia Limited	St. Lucia
Jamziv Mobay Lucia Limited	St. Lucia
Playa Management USA, LLC (Canadian Branches - Ontario and BC)	Canada
Playa Management USA, LLC	USA
Playa Management, LLC	USA
Playa Resorts Management, LLC	USA
Resort Room Sales, LLC	USA

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-223888 and 333-225756 on Form S-3 and Registration Statement No. 333-218017 on Form S-8 of our report dated February 27, 2020, relating to the consolidated financial statements and financial statement schedule of Playa Hotels & Resorts N.V. appearing in this Annual Report on Form 10-K of Playa Hotels & Resorts N.V. for the year ended December 31, 2019.

/s/ Deloitte & Touche LLP

McLean, VA

February 27, 2020

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bruce Wardinski, certify that:

1. I have reviewed this Annual Report on Form 10-K of Playa Hotels & Resorts N.V.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2020

/s/ Bruce Wardinski

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Bruce Wardinski

Chairman and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ryan Hymel, certify that:

1. I have reviewed this Annual Report on Form 10-K of Playa Hotels & Resorts N.V.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2020

/s/ Ryan Hymel

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Ryan Hymel  
Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Playa Hotels & Resorts N.V. (the “Company”) on Form 10-K for the year ended December 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 27, 2020

/s/ Bruce Wardinski

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Bruce Wardinski

Chairman and Chief Executive Officer

(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as a part of this report or on a separate disclosure document.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Playa Hotels & Resorts N.V. (the “Company”) on Form 10-K for the year ended December 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 27, 2020

/s/ Ryan Hymel

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Ryan Hymel  
Chief Financial Officer  
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as a part of this report or on a separate disclosure document.