

Report of Organizational Actions Affecting Basis of Securities

▶ See separate Instructions.

Part I Reporting Issuer

1 Issuer's name PLAYA HOTELS AND RESORTS N.V.		2 Issuer's employer identification number (EIN) 98-1235921	
3 Name of contact for additional information PLAYA HOTELS & RESORTS INVESTOR RELATIONS	4 Telephone No. of contact +1-571-529-6113	5 Email address of contact IR@PLAYARESORTS.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact PRINS BERNARDPLEIN 200		7 City, town, or post office, state, and Zip code of contact AMSTERDAM, NL 1097 JB	
8 Date of action 06/23/2017		9 Classification and description WARRANTS	
10 CUSIP number PLYA: N70544106 PLYAW: N70544114	11 Serial number(s)	12 Ticker symbol PLYA & PLYAW	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On June 23, 2017, Playa Hotels and Resorts N.V. completed a warrant exchange offer and consent solicitation. This offer and consent solicitation was expected to be a recapitalization pursuant to IRC Section Section 368(a)(1)(E).

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The exchange of warrants for ordinary shares is intended to be considered a recapitalization within the meaning of IRC Section 368(a)(1)(E). Generally, participants should not recognize any gain or loss on the exchange of warrants for ordinary shares, participants aggregate tax basis in the shares received in the exchange should equal their aggregate tax basis in the warrants surrendered, and the participants equal their aggregate tax basis in the warrants surrendered, and the participants holding period for the shares received in the exchange should include their holding period for the surrendered warrants. All warrants not exchanged in the Offer for ordinary shares are intended to be treated as "new" warrants pursuant to the recapitalization (IRC Section 368(a)(1)(E)). The tax consequences of the exchange for "new" warrants are intended to be the same as outlined above.

Any cash received in lieu of a fractional share of ordinary shares should generally result in gain or loss equal to the difference between the cash received and the participant's tax basis in the fractional share.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See Line 15 above, generally the participants aggregate tax basis in either the ordinary shares or "new" warrants is intended to equal aggregate tax basis in the surrendered warrants.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

IRC Section 368(a)(1)(E)

IRC Section 356

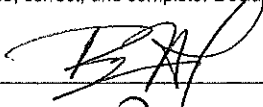
IRC Section 358

18 Can any resulting loss be recognized? ▶ Generally a loss is not expected to be recognized.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ 7/28/17

Print your name ▶ Ryan Hymel Title ▶ CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	