

Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Playa Hotels & Resorts N.V.		98-1346104	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Jordan Peev	+1 312 780-5755	jordan.peev@hyatt.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
1560 Sawgrass Corporate Parkway, Suite 140		Ft. Lauderdale, Florida 33323	
8 Date of action		9 Classification and description	
June 17, 2025		Tax-free reorganization	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	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 ▶ At 00:00 AM Central European Summer Time on June 18, 2025 (6:00 PM Eastern Daylight Time on June 17, 2025), Playa Hotels & Resorts N.V. ("Issuer") merged with and into Playa Hotels & Resorts Merger Sub B.V., with Playa Hotels & Resorts Merger Sub B.V. surviving. In connection with this merger, each shareholder of Issuer (other than HI Holdings Playa B.V.) was allotted one class A share in the capital of Playa Hotels & Resorts New Topco B.V. ("New TopCo") in exchange for each ordinary share of Issuer held by such shareholder, and HI Holdings Playa B.V. was allotted one class B share in the capital of New TopCo in exchange for each ordinary share of Issuer held by HI Holdings Playa B.V. (the transactions described in the foregoing two sentences, the "Merger"). The Merger was undertaken as part of a series of related transactions, the tax consequences of which are not described in this IRS Form 8937. For additional information regarding the tax consequences of these related transactions, please review the proxy statement filed by Issuer with the United States Securities & Exchange Commission on March 21, 2025.

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 Merger is intended to constitute a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, with each shareholder of Issuer recognizing no gain or loss on the receipt of one New TopCo common share in exchange for each of their Issuer shares in the Merger. For U.S. federal income tax purposes, each Issuer shareholder's aggregate basis in its exchanged Issuer shares, as determined immediately before the Merger, should be allocated among the New TopCo shares received in the Merger. As a result, each former Issuer shareholder's aggregate basis in its New TopCo shares received in the Merger should be the same as its aggregate basis in its Issuer shares immediately before the Merger. The information contained herein does not constitute tax advice, and does not purport to be complete or to describe the consequences that may be applicable to particular categories of shareholders. All shareholders are urged to consult their own tax advisors regarding the particular consequences of the transaction to them, including the applicability and effect of all U.S. federal, state, local, and non-U.S. tax law in light of their individual circumstances.

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 ▶ As noted above, each Issuer share was exchanged in the Merger for one New TopCo share. The basis of each New TopCo share should equal the basis of the Issuer share for which it was exchanged. As a result, the basis of Issuer shares held by an Issuer shareholder immediately before the Merger should be identical to both the aggregate and the per-share basis of New TopCo shares held by such Issuer shareholder immediately after the Merger.

The information contained herein does not constitute tax advice, and does not purport to be complete or to describe the consequences that may be applicable to particular categories of shareholders. All shareholders are urged to consult their own tax advisors regarding the particular consequences of the transaction to them, including the applicability and effect of all U.S. federal, state, local, and non-U.S. tax law in light of their individual circumstances.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 358, 368(a)(1)(F)

The information contained herein does not constitute tax advice, and does not purport to be complete or to describe the consequences that may be applicable to particular categories of shareholders. All shareholders are urged to consult their own tax advisors regarding the particular consequences of the transaction to them, including the applicability and effect of all U.S. federal, state, local, and non-U.S. tax law in light of their individual circumstances.

18 Can any resulting loss be recognized? ▶ Not applicable. As described on box 14, the Merger was undertaken as part of a series of related transactions, the tax consequences of which are not described in this IRS Form 8937. For additional information regarding the tax consequences of these related transactions, please review the proxy statement filed by Issuer with the United States Securities & Exchange Commission on March 21, 2025.

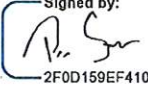
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The Merger was effective on June 18, 2025 Central European Summer Time (June 17, 2025 Eastern Daylight Time). For an Issuer shareholder whose taxable year is a calendar year, the reportable tax year with respect to the Merger is 2025. Otherwise, the Merger generally is reportable in the former Issuer shareholder's tax year which includes June 18, 2025 Central European Summer Time (June 17, 2025 Eastern Daylight Time).

The information contained herein does not constitute tax advice, and does not purport to be complete or to describe the consequences that may be applicable to particular categories of shareholders. All shareholders are urged to consult their own tax advisors regarding the particular consequences of the transaction to them, including the applicability and effect of all U.S. federal, state, local, and non-U.S. tax law in light of their individual circumstances.


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.

Signed by:

Signature ▶2F0D159EF4104FC...

Signed by:

Signature ▶96437BDCDA53406...

Date ▶ June 26, 2025

Print your name ▶ Peter Sears

Monique Bourquin

Title ▶ Director A, Director B

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.			

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054