

DEED OF RELEASE AND SETTLEMENT OF CLAIM

Section 18 Finance Administration Act 2006 ('the Act')

THIS DEED OF RELEASE is made as of this 5th day of December Two Thousand and Sixteen BETWEEN THE GOVERNMENT OF ANTIGUA AND BARBUDA (represented herein by the Commissioner of Inland Revenue) (hereinafter referred to as "**the Government**") of the One Part and SANDALS RESORTS INTERNATIONAL 2000 INC. ('SRI') which is a company incorporated in Panama, ANDREW E. HOLM LIMITED and WRAYBURY LIMITED which are companies incorporated in the Commonwealth of the Bahamas and DICKENSON BAY HOTEL MANAGEMENT LIMITED which is a company incorporated in Antigua (together hereinafter jointly and individually called "**Sandals**") of the Other Part.


WHEREAS

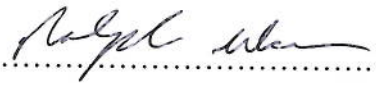
1. The Government by way of a certificate issued pursuant to Section 16 of the Finance Administration Act, 2006 and dated the 20th January, 2009 ("**the Certificate**") sought to grant to Sandals a remission of Antigua and Barbuda Sales Tax (ABST) by reducing the applicable rate.
2. There has been an issue between the parties hereto and differences have arisen as to the efficacy and legality of the said Certificate.
3. The Minister of Finance has delegated his authority under section 18 (3) of the Finance Administration Act to the Commissioner of Inland Revenue.
4. The Commissioner of Inland Revenue is satisfied that it is in the public interest to settle the Government's Claim to collect the amounts of ABST not paid as a result of the Certificate which amount the Government calculates to be EC\$101,424,448.54 as at 31st October 2016.
5. The Attorney General has rendered his advice pursuant to Section 18 (5) of the Finance Administration Act, 2006.
6. Without acknowledging or agreeing the said Claim, Sandals has agreed with the Government to settle the said issue and their differences whereby Sandals will pay ABST at the full statutory rate as from the 1st January, 2017 thus waiving any rights to a discounted rate of ABST under the said Certificate as from that date and by the execution of the release on the conditions hereinafter expressed.

NOW THIS DEED WITNESSETH:

1. That in consideration of the said agreement and the payment by Sandals to the Government of the sum of One Dollar Eastern Caribbean Currency (EC\$1.00) (the receipt whereof the Government hereby acknowledges) the Government **HEREBY RELEASES** Sandals from all sums of money, actions, proceedings, accounts, claims and demands whatsoever arising from Sandals' remittance of ABST at a reduced rate in accordance with the said Certificate down to the 31st day of December 2016 and accepts the said sum in full satisfaction of any such claims.
2. That Sandals shall pay ABST at the full statutory rate as from January 1st, 2017 and hereby waives from that date any right that they may have to a discounted rate of ABST under the said Certificate dated January 20th, 2009.
3. The Government undertakes to do all things that are necessary to give this Release the full force of law and Sandals undertakes to comply with the condition herein stated.
4. This Agreement shall bind and inure to the benefit of and be enforceable by the parties and their respective successors and assigns.


SIGNED, SEALED & DELIVERED)
by the Releasor, The Commissioner of)
Inland Revenue on behalf of the)
Government of Antigua and Barbuda)
this 5th day of December, 2016)
in the presence of:)

.....)
)


.....
Ralph Warner

Signed by **SANDALS RESORTS**)
INTERNATIONAL 2000 INC. , by)
STEVEN CAREY, Director and **JOHN**)
LAWRENCE, director in the presence of:)


_____)


_____)



Signed by **WRAYBURY LIMITED**)
By **STEVEN CAREY**, Director and)
JOHN LAWRENCE, director in the)
presence of:)


_____)


_____)



Signed by **ANDREW E. HOLM LIMITED**)
By **STEVEN CAREY**, Director and)
JOHN LAWRENCE, director in the)
presence of:)


_____)


_____)



Signed Before Me



DRUMECO ARCHER
NOTARY PUBLIC



Signed by DICKENSON BAY HOTEL)
MANAGEMENT LIMITED by)
STEVEN CAREY, Director and JOHN)
LAWRENCE, director in the presence of:)

[Handwritten signature])

[Handwritten signature]
[Handwritten signature]

Signed Before Me

[Handwritten signature]
NOTARY PUBLIC

DRUMECO ARCHER
NOTARY PUBLIC

