

COMPANY NUMBER 5134420

**COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**SPECIAL BUSINESS
OF
INTERCONTINENTAL HOTELS GROUP PLC**

PASSED ON 4 MAY 2018

At the ANNUAL GENERAL MEETING of InterContinental Hotels Group PLC, duly convened and held on 4 May 2018, the following Resolutions were duly passed.

AS ORDINARY RESOLUTIONS:

8. ALLOTMENT OF SHARES

- i THAT the Directors be and are hereby generally and unconditionally authorised pursuant to, and in accordance with, Section 551 of the 2006 Act to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (a) up to an aggregate nominal amount of £12,545,383; and
 - (b) comprising equity securities, as defined in Section 560 of the 2006 Act, up to an aggregate nominal amount of £25,090,766 (including within such limit any shares issued or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue to:
 - (1) holders of ordinary shares in the Company in proportion, as nearly as may be practicable, to their existing holdings; and
 - (2) holders of other equity securities as required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities; and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal, regulatory or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever.

This authority shall hereby take effect from the date of the passing of this resolution until the conclusion of the Company's AGM in 2019, or the close of business on 1 July 2019, whichever is the earlier, provided that, in each case, the Company may, before this authority expires, make offers and enter into agreements which would, or might, require shares in the Company to be allotted or rights to subscribe for or convert any security into shares to be granted after this authority expires and the Directors may allot shares in the Company or grant rights under any such offer or agreement as if this authority had not expired;

- ii THAT subject to paragraph iii below, all existing authorities given to the Directors pursuant to Section 551 of the 2006 Act by way of the ordinary resolution of the Company passed on Friday, 5 May 2017 be revoked by this resolution; and

- iii THAT paragraph ii above shall be without prejudice to the continuing authority of the Directors to allot shares or grant rights to subscribe for, or convert any security into, shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

AS SPECIAL RESOLUTIONS:

9. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of Resolution 8 above, and in place of the power given to them pursuant to the special resolution of the Company passed on Friday, 5 May 2017, the Board be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 8 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:

- i to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 8i(b), by way of a rights issue only) to or in favour of:
 - (a) holders of ordinary shares in the Company in proportion, as nearly as may be practicable, to their existing holdings; and
 - (b) holders of other equity securities, as required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities; and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal, regulatory or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever; and
- ii to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to a nominal amount of £1,957,157,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 1 July 2019), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

10. FURTHER DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT subject to the passing of Resolution 8, the Board be authorised, in addition to any authority granted under Resolution 9, to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- i limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,957,157; and
- ii used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice

of AGM, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 1 July 2019), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired

11. AUTHORITY TO PURCHASE OWN SHARES

THAT the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the 2006 Act to make market purchases (within the meaning of Section 693(4) of the 2006 Act) of its ordinary shares on such terms and in such manner as the Directors think fit provided that:

- i the maximum aggregate number of ordinary shares hereby authorised to be purchased is 18,999,018;
- ii the minimum price which may be paid for each ordinary share is 19^{17/21} pence per share, being the nominal value of an ordinary share;
- iii the maximum price (exclusive of all expenses) which may be paid for each ordinary share is an amount equal to the higher of:
 - (a) 105% of the average of the middle-market quotations of an ordinary share of the Company, as applicable, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (b) the Stipulated Amount. In this resolution, "Stipulated Amount" means the amount stipulated by Regulatory Technical Standards adopted by the European Commission pursuant to Article 5(6) of the Market Abuse Regulation (EU) No.596/2014; and
- iv the authority hereby conferred shall take effect on the date of the passing of this resolution and shall expire on the conclusion of the Company's AGM in 2019, or at the close of business on 1 July 2019, whichever is the earlier (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date), unless such authority is renewed prior to such time.

12. NOTICE OF GENERAL MEETINGS

THAT a General Meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice during the period from the date of the passing of this resolution to the date upon which the Company's AGM in 2019 concludes.

13. ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT the new Articles of Association of the Company, produced to the Meeting and initialled by the Chairman of the Meeting for the purpose of identification, be adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association.



Nicolette Henfrey
Deputy Company Secretary & Head of Corporate Legal

