



Roles and Responsibilities

Non-Executive Chairman

Patrick Cescau, as Chairman, leads the operation and governance of the Board and its Committees and is responsible for building and maintaining an effective Board. He ensures that Directors receive timely, accurate and clear information on the Group's business and that all Directors are fully informed of relevant matters. Together with the Company Secretary, he ensures a good flow of information to the Board and its Committees and between the Executive Committee and the Non-Executive Directors.

He is responsible for promoting corporate governance. The induction of new Directors is led by the Chairman and he, along with the Company Secretary, puts in place tailored induction programmes for new Directors and ensures that Directors continually update their skills and have the requisite knowledge and familiarity with the Group to fulfil their roles on the Board and its Committees.

He leads the performance and effectiveness evaluations of the Board and its Committees, evaluating the performance of Non-Executive Directors and, together with them, the performance of the Chief Executive.

He is the Chairman of the Nomination Committee.

He chairs general meetings, including the Annual General Meeting, of the Company. His performance is evaluated by the Non-Executive Directors (facilitated by the Senior Independent Non-Executive Director).

Chief Executive Officer

Keith Barr, as the Chief Executive Officer, leads the development of the Company's strategic direction and implementation of the agreed strategy. He oversees its business operations and manages its risks as well as building and leading an effective Executive Committee. He is accountable to the Board for all aspects of the performance and management of the Group. He keeps the Chairman regularly informed on all matters that may be of importance to the Board.

He chairs the Executive Committee which considers and manages a range of strategic and business issues facing the Group and monitors IHG's performance.

He is responsible for evaluating the performance of the other Executive Directors.

His performance is evaluated by the Chairman and Non-Executive Directors and his remuneration is set by the Remuneration Committee.

Senior Independent Non-Executive Director

Dale Morrison, as the Senior Independent Non-Executive Director, acts as a sounding board for the Chairman providing advice and judgement and serves as an intermediary for the other Directors when necessary. He ensures that the views of each Non-Executive Director are given due consideration and makes himself available to liaise with shareholders who have concerns that they feel have not been addressed through the normal channels of Chairman, Chief Executive or other Executive Directors.

He facilitates the annual performance evaluation of the Chairman with the other Non-Executive Directors and chairs the Nomination Committee when it is considering matters relating to the Chairman's position.

His performance is evaluated by the Chairman and his remuneration is set by the Chairman and Executive Directors.

Non-Executive Directors

Non-Executive Directors bring an independent and external dimension to the Board's activities, challenging constructively and helping to develop proposals on strategy. They scrutinise the performance of the Executive Committee in meeting agreed goals and objectives and monitor the reporting of performance.

The Non-Executive Directors (facilitated by the Senior Independent Non-Executive Director) evaluate the performance of the Chairman.

Their performance is evaluated by the Chairman and their remuneration is set by the Chairman and Executive Directors.

Company Secretary

George Turner, as the Company Secretary, heads the Group's Global Business Reputation and Responsibility Department and acts as Group General Counsel. His biography is available at www.ihgplc.com/investors under Our management – Executive Committee.

His role involves assisting the Chairman in promoting the highest standards of corporate governance and includes ensuring good information flows within the Board and its Committees and between the Executive and Non-Executive Directors.

He acts as secretary to the Board and its Committees and advises them through their Chairmen on all governance matters. He facilitates the appointment, induction and on-going development of Directors.

All Directors have access to the Company Secretary, who is responsible to the Board for ensuring that its procedures are complied with.

The appointment and removal of the Company Secretary are considered a matter for the Board as a whole.