



## InterContinental Hotels Group PLC

### Disclosure Committee – Terms of Reference

The Disclosure Committee (the “Committee”) Terms of Reference have been approved by the Chief Executive Officer and Chief Financial Officer (the “Senior Officers”) of InterContinental Hotels Group PLC (the “Company”). The Committee reports directly to the Senior Officers and is additionally responsible to the Audit Committee. The Audit Committee shall retain oversight responsibility over the Committee and shall review and reassess these Terms of Reference annually and recommend any proposed changes to the Senior Officers.

#### 1. Organisation

The membership of the Committee shall initially consist of the Group Financial Controller, General Counsel & Company Secretary, Head of Investor Relations and Deputy Company Secretary & Head of Corporate Legal. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers.

The Disclosure Committee may designate two or more of its members, at least one of whom shall be knowledgeable about financial reporting, who can, acting together, approve disclosures containing material financial information (other than the Company’s Annual Report and annual filing on Form 20-F filed pursuant to the Securities Exchange Act of 1934) where time or other circumstances do not permit the full Disclosure Committee to meet.

One member of the Committee shall be appointed as chair. The chair shall be responsible for scheduling and presiding over meetings and preparing agendas. Any question of interpretation of the Terms of Reference or the Committee’s procedures shall be determined by the chair.

The Committee may from time to time require such officers, executive directors and employees of the Company, the Audit Committee or any major business unit or the Company’s internal or external advisers as it may see fit to attend its meetings and assist in the discussion and consideration of its duties and to give assurance to the Committee in relation to the matters under discussion. The chair shall ensure appropriate involvement of the Senior Officers.

The Committee shall meet as often as necessary to conduct its business.

The Secretary of the Disclosure Committee will keep minutes of the Disclosure Committee meetings. The minutes (or a briefing of significant issues discussed and decisions taken with respect to disclosure issues) of each meeting will be distributed to the Chair, the Chief Executive Officer, the Chief Financial Officer and the Audit Committee.

#### 2. Purpose and Objectives

It is the Company’s policy that all disclosures made by the Company to its shareholders or the investment community will fairly present the Company’s financial condition and results of operations in all material respects, and will be made on a timely basis as required by applicable laws and stock exchange requirements. Senior Officers are responsible for oversight of the accuracy and timeliness of the disclosures made by the Company.

The Committee will assist the Senior Officers in complying with the Sarbanes-Oxley Act of 2002 (s302 and s404) (the “Act”) and other applicable laws and regulations relating to disclosures by the Company.

The Committee’s main purpose is to assist the Senior Officers in ensuring that the Company implements and maintains internal procedures for the timely collection, evaluation and disclosure, as appropriate, of information potentially subject to public disclosure.

Section 302 of the Act and the related Securities Exchange Commission (“SEC”) rules require Senior Officers to certify the following:

- The SEC report being filed has been reviewed.
- The report does not contain any untrue statements or omit any material facts necessary to make the statements, in light of the circumstances under which such statements were made, not misleading.
- The financial statements, and all other financial information disclosed, fairly present, in all material respects, the financial position, results of operations and cash flows.
- Disclosure Controls and Procedures have been designed, established and maintained, and are the responsibility of the Senior Officers. These Controls and Procedures have been evaluated and the effectiveness of them reported as of the end of the period covered by the report being filed.
- Deficiencies and material weaknesses in internal control have been disclosed to the Audit Committee and external auditors, as well as any fraud (material or not) involving anyone with a significant role in internal control.
- Significant changes in internal control over financial reporting that occurred during the period covered by the report that have materially affected, or are reasonably likely to materially affect the Company’s internal control over financial reporting have been reported in the certification, including any corrective actions with regard to significant deficiencies and material weaknesses.

With regard to s302, the Committee will assist the Senior Officers:

- In periodically evaluating the Company’s disclosure controls and procedures (“Disclosure Controls”) (and providing reports with respect thereto to the Audit Committee and the CEO).
- In monitoring compliance with the Company’s Disclosure Controls.
- In reviewing the scope and content of public disclosures of the Company which are of material significance to the market or investors, including but not limited to, the Company’s Annual and Interim Reports and Shareholder Circulars.
- In reviewing and considering, and where applicable following up on, matters raised by other elements of the Disclosure Controls, including assessments of the Company’s internal controls (to the extent they are relevant to the disclosure process) made by the Audit Committee, the Internal Auditor, the External Auditor or the Senior Officers.

Section 404 of the Act and the related SEC rules require:

- A statement on internal control to be made in the Annual Report on Form 20-F stating management’s responsibility for establishing and maintaining an adequate internal control structure and procedures for financial reporting.
- An assessment by management of the effectiveness of the internal control structure and procedures for financial control as of the end of the year.
- Attestation by the external auditor of management’s assessment.

With regard to s404, the Committee will assist the Senior Officers as a “Steering Committee” with oversight responsibility for ensuring compliance with s404.

### **3. Duties and Responsibilities**

#### **a) General**

To assist the Senior Officers in ensuring that information required to be disclosed by the Company in reports pursuant to UK accounting, statutory or listing requirements, as well as under the U.S. Securities Exchange Act of 1934, is reported accurately and within the required time periods in accordance with the Company’s policy on disclosures to shareholders or the investment community.

#### **b) Disclosure Controls and Procedures**

As of the end of the period to which the Form 20-F relates, the Committee shall conduct an evaluation of the Company’s Disclosure Controls. In connection with each such evaluation the Committee shall report to the Senior Officers whether:

- there are any material weaknesses in the Company’s controls and procedures, including any deficiency or impediment that would affect the Company’s ability to record, process, summarise and report information required on a timely basis;
- there are any material changes in these controls and procedures during the period, including any corrective actions, that the Company has taken or is taking with regard to any identified deficiencies;
- there are new rules or releases of the SEC or United Kingdom regulatory authorities, listing standards or United Kingdom or U.S. generally accepted accounting principles, developments in law or regulatory policies or changes in the circumstances or prospects of the Company that require changes in the controls and procedures;
- the number or quality of personnel involved in the disclosure process is appropriate and whether further training efforts for such personnel would be desirable;
- there is sufficient time to discuss comments on draft reports and other public disclosures among the persons preparing and reviewing the disclosures; and
- anything that has come to the attention of the Committee has been properly disclosed.

The Committee may conduct interim evaluations of the Company’s disclosure controls and procedures in the event of significant changes in SEC, United Kingdom or U.S. GAAP or stock exchange reporting requirements or if it otherwise considers such evaluations appropriate (for example, because of the evolution of “best practices”). The Committee shall recommend to the Senior Officers any appropriate changes to such disclosure controls and procedures. The Committee will assist the Senior Officers in the implementation of any such changes approved by the Senior Officers and the Audit Committee.

**c) Review of Annual Reports, Interim Reports and Other Disclosure Documents (s302)**

The Committee shall review and provide advice to the Senior Officers regarding the Company's Annual and Interim Reports and Shareholder Circulars and other material public disclosures.

The Committee, in consultation with the Legal Departments, the Controller Group, the external auditors and external legal counsel, shall seek to ensure the Company's compliance with disclosure requirements under the applicable securities laws and listing standards.

To the extent that there are any questions regarding the materiality of information relating to the Company, the Committee will bring such questions to the Senior Officers' attention.

Upon completion of its review of the Annual Reports, Interim Reports and, if advisable, other material disclosure documents, the Committee shall report to the Senior Officers whether anything has come to the Committee's attention which might compromise:

- compliance with disclosure requirements under applicable securities laws and listing standards
- accuracy and completeness in all material respects
- fairness of any presentation of financial information

The Committee shall recommend or otherwise to the Senior Officers whether anything has come to its attention that requires amendment before the applicable disclosure document be publicly released and/or filed or submitted with the appropriate authorities. In connection with the SEC filing of the Company's Annual Report on Form 20-F, the Committee shall raise such issues with Senior Officers and the Audit Committee as are relevant to the statements and certifications required by the Sarbanes-Oxley Act.

**d) Inside Information – additional disclosure requirements (Market Abuse Regulation)**

Further to the Committee's general obligation to ensure the Company's compliance with disclosure requirements under the applicable securities laws and listing standards, in relation to the disclosure of inside information, the Committee is required in particular:

- To consider and decide whether information provided to the Committee is inside information and, if so, the date and time at which that inside information first existed within the Company or its group.
- To inform the Senior Officers of the existence of any inside information.
- To determine, having taken advice from external advisers as it may see fit, that it is acceptable to delay disclosure of inside information.
- To refer to the Board of the Company (the "Board") or a duly appointed sub-committee of the Board, if practicable, any decision as to whether any inside information gives rise to an obligation to make an immediate announcement and, if so, the nature and timing of that announcement or whether it is permissible to delay the announcement.

- When disclosure of inside information is delayed, to:
  - maintain all required Company records;
  - monitor the conditions permitting delay;
  - prepare any required notification to the Financial Conduct Authority regarding the delay in disclosure; and
  - prepare any required explanation to the Financial Conduct Authority of how the conditions for delay were met.
- To review and advise the Board generally on the scope and content of disclosure of any inside information by the Company.

**e) Internal Controls**

The Committee shall, to the extent to which it is aware, in conjunction with Internal Audit and the external auditors, on an annual basis report to the Chief Executive Officer and the Chief Financial Officer:

- all significant deficiencies or material weaknesses in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarise and report financial data;
- any fraud, whether or not material, that involves management who have a significant role in the Company's internal controls and procedures for financial reporting or other employees who have a significant role in the Company's internal controls and procedures for financial reporting, and
- the Committee shall, as necessary or desirable, review the results of any internal audit report.

In discharging its duties, the Committee shall have full access to all Company books, records, facilities, and personnel, including the internal auditors.

**4. Other Responsibilities**

The Committee shall also have such other responsibilities as the Audit Committee or the Senior Officers may assign to it from time to time.

**December 2019**