

# Notice of Annual General Meeting of InterContinental Hotels Group PLC

to be held at:  
InterContinental London Park Lane  
One Hamilton Place, Park Lane, London W1J 7QY  
at 11.00am on Friday, 3 May 2019

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) immediately.

If you have sold or otherwise transferred all your shares in InterContinental Hotels Group PLC (the 'Company'), please pass this document and the accompanying Form of Proxy to the stockbroker, bank or other agent through whom you made the sale or transfer for forwarding on to the purchaser or transferee.

A Form of Proxy for the Annual General Meeting (the 'AGM') of the Company is enclosed and, to be valid, should be completed, signed and returned so as to reach the Company's Registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by no later than 11.00am on Wednesday, 1 May 2019 (or, if the AGM is adjourned, 48 hours before the time of the adjourned AGM

(excluding any UK non-working days)). Completion and return of the Form of Proxy will not prevent you from attending the AGM and voting in person, should you so wish.

Electronic Proxy Appointment is available for this AGM. This facility enables shareholders to lodge their proxy appointment by electronic means through the Registrar's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) or, for those who hold their shares in CREST, through the CREST electronic proxy appointment service. Further details are set out in the notes to this document.

At the AGM itself, the votes will be taken by poll rather than on a show of hands. The results of the polls will be announced as soon as practicable and will appear on the Company's website at [www.ihgplc.com/investors](http://www.ihgplc.com/investors) under Shareholder centre in the AGMs and meetings section.

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('AGM') of InterContinental Hotels Group PLC (the 'Company') will be held at InterContinental London Park Lane, One Hamilton Place, Park Lane, London W1J 7QY on Friday, 3 May 2019 at 11.00am, or at any adjournment thereof, for the following purposes:

## Resolutions

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 9 will be proposed as ordinary resolutions and numbers 10 to 13 as special resolutions. Explanations of certain resolutions are given on pages 5 and 6 of this Notice of AGM.

### 1. Report and Accounts 2018

THAT the Company's financial statements, together with the Directors' and the Auditor's Reports for the year ended 31 December 2018, be received.

### 2. Directors' Remuneration Report 2018

THAT the Directors' Remuneration Report for the year ended 31 December 2018, set out on pages 72 to 85 of the Company's Annual Report and Form 20-F 2018 be approved.

### 3. Declaration of final dividend

THAT a final dividend on the ordinary shares of 20 <sup>340</sup>/<sub>399</sub> pence each in the capital of the Company ('ordinary share(s)') be declared.

### 4. Election and re-election of Directors

As separate resolutions, THAT (a) Keith Barr, (b) Anne Busquet, (c) Patrick Cescau, (d) Ian Dyson, (e) Paul Edgecliffe-Johnson, (f) Jo Harlow, (g) Elie Maalouf, (h) Luke Mayhew, (i) Jill McDonald, (j) Dale Morrison, and (k) Malina Ngai be re-elected as Directors of the Company.

### 5. Reappointment of Auditor

THAT Ernst & Young LLP be reappointed as the Auditor of the Company to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.

### 6. Remuneration of Auditor

THAT the Audit Committee of the Board be authorised to determine the Auditor's remuneration.

### 7. Political donations

i THAT the Company, and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect, be authorised for the purposes of Part 14 of the Companies Act 2006 (the '2006 Act'), during the period from the date of the passing of this resolution until the conclusion of the Company's AGM in 2020 or the close of business on 1 July 2020, whichever is the earlier:

(a) to make political donations to political parties and/or independent election candidates;

(b) to make political donations to political organisations other than political parties; and

(c) to incur political expenditure;

provided that the aggregate amount of any such donations and expenditure made by the Company or any subsidiary shall not exceed £100,000;

ii THAT all existing authorisations and approvals relating to political donations or expenditure are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisations or approvals; and

iii THAT words and expressions defined for the purposes of the 2006 Act shall have the same meaning for the purposes of this resolution.

### 8. Colleague Share Plan

That the rules of the IHG Colleague Share Plan (the Colleague Plan), the principal features of which are summarised in the Appendix to this Notice of AGM (and a copy of which will be produced to the AGM and for the purposes of identification, initialled by the Chairman of the meeting), be approved and the Board be authorised to:

(a) do all such other acts and things as they may consider appropriate to implement the Colleague Plan; and

(b) establish such further plans for the benefit of employees overseas, based on the Colleague Plan, but subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control and tax legislation, provided that any shares of the Company made available under such further plans are treated as counting against any limits on individual participation and overall participation in the Colleague Plan.

### 9. 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 £12,596,914; and

(b) comprising equity securities, as defined in Section 560 of the 2006 Act, up to an aggregate nominal amount of £12,596,914 (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 2020, or the close of business on 1 July 2020, 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, 4 May 2018 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.

## Notice of Annual General Meeting continued

### 10. Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 9 above, and in place of the power given to them pursuant to the special resolution of the Company passed on Friday, 4 May 2018, the Board be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 9 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 9(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 £1,889,537,

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 2020), 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. Further disapplication of pre-emption rights

THAT subject to the passing of Resolution 9, the Board be authorised, in addition to any authority granted under Resolution 10, 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 £1,889,537; 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 2020), 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.

### 12. 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 18,123,205;
- ii the minimum price which may be paid for each ordinary share is 20<sup>340</sup>/<sub>399</sub> 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 2020, or at the close of business on 1 July 2020, 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.

### 13. 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 2020 concludes.

By order of the Board  
**George Turner**  
Company Secretary  
18 February 2019

Registered in England and Wales  
**Registered Number:**  
5134420

**Registered Office:**  
Broadwater Park  
Denham, Buckinghamshire  
UB9 5HR

## Explanation of business

Supporting information on the election and re-election of Directors and an explanation of some of the technical items of business are presented below.

### Resolution 2 Directors' Remuneration Report 2018

The Directors' Remuneration Report set out on pages 72 to 85 of the Company's Annual Report and Form 20-F for the year ended 31 December 2018 sets out how the Directors' Remuneration Policy was implemented in 2018 and the resulting payments each of the Executive Directors received. The vote on the Directors' Remuneration Report is an annual requirement of the 2006 Act. In accordance with the 2006 Act, the vote on the Directors' Remuneration Report is advisory in nature, which means that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed. The Company's Auditor, Ernst & Young LLP, has audited those parts of the Directors' Remuneration Report that are required to be audited.

### Resolution 3 Declaration of final dividend

The Board has proposed a final dividend of 78.1 cents per ordinary share. A final dividend can only be paid after the shareholders have approved it. If approved, the final dividend of 78.1 cents per ordinary share will be paid on 14 May 2019 to shareholders on the register at the close of business on 29 March 2019. The Pounds Sterling amount of the final dividend will be announced on 26 April 2019, calculated based on the average of the market exchange rates for the three working days commencing 23 April 2019, using WM/Reuters closing mid-point spot rate as at 4.00pm.

### Resolutions 4(a) to 4(k) Re-election of Directors

The Company's Articles of Association require annual retirement and re-election of Directors at the AGM. No new Directors were appointed during 2018. Therefore, all Directors are retiring and seeking re-election at this AGM.

Each election and re-election will be put as a separate resolution. The Board believes that the current composition of the Board provides an appropriate balance of Executive Directors and independent Non-Executive Directors who collectively have the appropriate balance of skills, experience, independence and knowledge to enable the Board to discharge its duties and responsibilities effectively.

The Board as a whole is fully committed to the successful development of the business, to meeting the Company's strategic objectives and to the delivery of shareholder value.

Biographies of all current Directors are shown on pages 56 to 57 of the Company's Annual Report and Form 20-F for the year ended 31 December 2018 and on the Company's website at [www.ihplc.com/about-us](http://www.ihplc.com/about-us) under Our leadership.

The Board recommends that all Directors continue to serve as Directors of the Company<sup>1</sup>.

### Resolution 7 Political donations

It remains the policy of the Company not to make political donations or incur political expenditure. However, to avoid

inadvertent infringement of the widely drafted 2006 Act, the Directors are seeking shareholders' authority for the Company and its UK subsidiaries to make political donations and to incur political expenditure, up to a maximum aggregate amount of £100,000 during the period from the date of this AGM until the conclusion of the Company's AGM in 2020 or the close of business on 1 July 2020, whichever is the earlier.

Neither the Company nor any of its subsidiaries made any political donations during the year and the Company proposes to maintain its policy of not making such payments.

### Resolution 8 Colleague Share Plan

Resolution 8 will allow the directors to implement the Colleague Plan, a global "all employee" share purchase plan which will give participating employees the opportunity to acquire ordinary shares in the capital of the Company. The Colleague Plan will allow participants to buy shares up to a limit and if held for the required holding period they will be matched by the Company. In any 10-year period, the number of ordinary shares which may be issued under this plan, and any other employees' share plan, may not exceed 10% of the issued share capital of the Company from time to time.

Further details of the principal terms of the Colleague Plan are summarised in the Appendix to this Notice of AGM. The rules of the Colleague Plan will be available for inspection during normal business hours on Monday to Friday (excluding bank holidays) at the registered office of the Company and at Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London, EC4Y 1HS from the date of this document until the close of the AGM and at the place of the AGM for at least 15 minutes before and during the meeting.

### Resolution 9 Allotment of shares

The Investment Association's ('IA') guidelines state that IA members will permit, and treat as routine, (i) a request for authorisation to allot up to one-third of the current total issued share capital of the Company, together with the number of shares required to be allotted in respect of share incentive schemes; and (ii) a request for authorisation to allot up to a further one-third of the Company's current total issued share capital, provided that such additional allotment is only applied to fully pre-emptive rights issues. The Board considers it appropriate that the Company should follow these guidelines.

Accordingly, under Resolution 9i(a), the Directors are seeking authority to allot shares and grant rights to subscribe for, or convert securities into, shares up to an aggregate nominal amount of £12,596,914 pursuant to Section 551 of the 2006 Act, which is equivalent to approximately one-third of the total issued share capital of the Company (excluding treasury shares<sup>2</sup>) as at 18 February 2019, the latest practicable date prior to publication of this Notice of AGM ('Latest Practicable Date'). Under Resolution 9i(b), the Directors are seeking authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to a further aggregate nominal amount of £12,596,914, which is equivalent to approximately one-third of the total issued share capital of the Company (excluding treasury shares<sup>2</sup>) as at the Latest Practicable Date.

Therefore, the total authorisation sought by Resolution 9 is equal to approximately two thirds of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

<sup>1</sup> Copies of contracts of service or letters of appointment for each of the Directors will be available to members for inspection at the Registered Office of the Company during normal business hours from the date of this Notice of AGM until the date of the AGM and, on that day, at the place of the AGM at least 15 minutes prior to the commencement of the AGM until its conclusion.

<sup>2</sup> Treasury shares are shares in the Company which are owned by the Company itself. The Company, following purchase of its own shares, is able to hold such shares in treasury instead of cancelling them. Such shares may subsequently be resold for cash, transferred to an employee share scheme or cancelled. Any shares bought back by the Company and held in treasury will not rank for dividends and will not carry any voting rights. The Company's Articles of Association provide for dealing with treasury shares, including ensuring that the sale of treasury shares by the Company is subject to the same pre-emption rights (and exceptions) as the allotment of new shares. As at the Latest Practicable Date, the Company held 6,485,669 ordinary shares as treasury shares representing approximately 3.58% of the total issued share capital (excluding treasury shares).

## Explanation of business continued

The Directors have no present intention of exercising this authority other than in connection with the Company's share incentive schemes, but they consider it desirable to have the maximum flexibility permitted by corporate governance guidelines. If such authority is exercised, the Directors intend to follow best practice with respect to its use as recommended by the IA.

This authority will expire on the conclusion of the Company's AGM in 2020 or at the close of business on 1 July 2020, whichever is the earlier.

### Resolutions 10 and 11 Disapplication of pre-emption rights

The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the 2006 Act unless the shareholders have first waived their pre-emption rights. Resolutions 10 and 11 ask shareholders to grant this limited waiver. The resolutions will be proposed as special resolutions.

Resolution 10 contains a two-part waiver. The first is limited to the allotment of shares for cash in connection with a rights issue to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second is limited to the allotment of shares for cash up to an aggregate nominal value of £1,889,537 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 5% of the total issued ordinary share capital as at 18 February 2019 (the Latest Practicable Date before the publication of this Notice of AGM).

The waiver granted by Resolution 11 is in addition to the waiver granted by Resolution 10. It is limited to the allotment of shares for cash up to an aggregate nominal value of £1,889,537 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents a further 5% (approximately) of the total issued ordinary share capital as at 18 February 2019 (the Latest Practicable Date before the publication of this Notice of AGM). This further waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's March 2015 Statement of Principles.

This authority will expire on the conclusion of the Company's AGM meeting in 2020, or at the close of business on 1 July 2020, whichever is the earlier.

### Resolution 12 Authority to purchase own shares

The Company is seeking authority to make market purchases of up to 18,123,205 of its own ordinary shares (being approximately 10% of its total issued share capital (excluding treasury shares<sup>2</sup>) as at the Latest Practicable Date. The maximum price (exclusive of expenses) which may be paid for each share shall be an amount equal to the higher of:

- (a) 105% of the average of the middle market quotations for an ordinary share in the Company derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the share is contracted to be purchased; and

- (b) 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. The minimum price (exclusive of expenses) per share shall be 20 340/399 pence, being the nominal value of an ordinary share. This power would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors would exercise this authority to purchase ordinary shares only if they considered it to be in the best interests of shareholders and if the purchase could be expected to result in an increase in earnings per share. The Company may either cancel any shares it purchases under this authority or transfer them into treasury.

At the Latest Practicable Date, there were no outstanding options to subscribe for ordinary shares in the Company.

This authority will expire on the conclusion of the Company's AGM in 2020, or at close of business on 1 July 2020, whichever is the earlier.

### Resolution 13 Notice of General Meetings

Under the Companies (Shareholders' Rights) Regulations 2009 the notice period for General Meetings (other than AGMs) has been extended to not less than 21 clear days. The Company is able to preserve the authority to call a General Meeting, other than an AGM, on not less than 14 clear days' notice, provided shareholders have approved this by passing a special resolution annually. Accordingly, Resolution 13 is seeking to renew the authority granted at the AGM in 2018. The Company will give due consideration as to whether to use the reduced notice period for the calling of a General Meeting, as permitted by the passing of this resolution, and will not use it as a matter of routine but only where such flexibility is necessary. If this authority is used, the Company will comply with the requirement to provide appropriate facilities for shareholders to vote by electronic means at General Meetings held on less than 21 clear days' notice. If given, this authority will be valid until the Company's AGM in 2020, whereby a similar resolution is intended to be proposed.

**The Directors believe that the adoption of all the Resolutions set out in this Notice of AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions, as each Director intends to do in respect of his or her own beneficial holdings.**

## Technical notes

- 1 A member is entitled to appoint another person, who need not be a member, as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at this AGM or any adjournment thereof. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
- 2 A Form of Proxy is enclosed. To be valid, the Form of Proxy must be received by the Company's Registrar, Equiniti, by no later than 11.00am on Wednesday, 1 May 2019 or, if the AGM is adjourned, 48 hours before the time of the adjourned AGM (excluding any UK non-working days). The appointment of a proxy will not prevent a member from subsequently attending, speaking and voting at the AGM in person.
- 3 If you wish, you may register the appointment of a proxy for this AGM electronically, by logging on to the Registrar's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on your Form of Proxy will be required to complete the procedure. Electronic Proxy Appointment will not be valid if received after 11.00am on Wednesday, 1 May 2019 or, if the AGM is adjourned, 48 hours before the time of the adjourned AGM (excluding any UK non-working days), and will not be accepted if found to contain a computer virus.
- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this AGM by using the procedures described in the CREST Manual available by logging in to the Euroclear website at [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order to be valid, the appropriate CREST Proxy Instruction must be transmitted so as to be received by the Company's Registrar, Equiniti (CREST participant ID RA19) by 11.00am on Wednesday, 1 May 2019 or, if the AGM is adjourned, 48 hours before the time of the adjourned AGM (excluding any UK non-working days). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his/her CREST sponsor(s) or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting system providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 5 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that if two or more representatives purport to vote in respect of the same shares: (i) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and (ii) in other cases, the power is treated as not exercised.
- 6 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act ('Nominated Persons'). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy for the AGM. If Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 7 Holders of ordinary shares are entitled to attend and vote at General Meetings of the Company (including this AGM). On a vote by show of hands, every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote, unless the proxy has been appointed by more than one member and has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution, in which case the proxy has one vote for and one vote against. On a poll vote, every member who is present in person or by proxy has one vote for every ordinary share of which he/she is the holder.
- 8 The Company, pursuant to the Uncertificated Securities Regulations 2001, specifies that only those members on the Register of Members as at 6.30pm on Wednesday, 1 May 2019 or, if the AGM is adjourned, on the Register of Members at 6.30pm two days prior to the date of any adjourned AGM, shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members after the relevant above-mentioned deadline shall be disregarded in determining the right of any person to attend and vote at the AGM.
- 9 As at the Latest Practicable Date, the Company's total issued share capital consisted of 181,232,051 ordinary shares, carrying one vote each, excluding any ordinary shares held as treasury shares. As at the Latest Practicable Date, the Company held 6,485,669 ordinary shares as treasury shares, representing approximately 3.58% of the Company's issued share capital (excluding treasury shares) as at that date. Therefore, the total number of voting rights in the Company as at the Latest Practicable Date was 181,232,051.
- 10 Under Section 319A of the 2006 Act, any member attending the AGM has the right to ask questions in relation to the business of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## Technical notes continued

- 11 Under Sections 338 and 338A of the 2006 Act, members may
- (i) require the Company to give to members entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and
  - (ii) request the Company to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business, provided that it is not defamatory, frivolous or vexatious or, in the case of a resolution only, it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise). The Company will include such matter if sufficient requests have been received by members who have at least 5% of the total voting rights or by at least 100 members who hold shares on which there has been an average sum, per member, of at least £100 paid up and submitted in the manner detailed in Sections 338 and 338A of the 2006 Act.
- 12 Members should also note that it is possible that, pursuant to requests made under Section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company appointed since the previous meeting at which the Annual Report and Form 20-F were laid. The Company may not require the members requesting such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement under Section 527 of the 2006 Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.
- 13 Members may not use any electronic address provided in either this Notice of AGM or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
- 14 A copy of this Notice of AGM and other information required by Section 311A of the 2006 Act can be found at the Company's corporate website at [www.ihgplc.com/investors](http://www.ihgplc.com/investors) under Shareholder centre in the AGMs and meetings section.
- 15 Certain items will not be permitted in the AGM. These include cameras, recording equipment, items of any nature with potential to cause disorder and such other items as the Chair of the AGM may specify. We reserve the right to confiscate these items for the duration of the AGM if they are used to record or otherwise disrupt the AGM.



## Appendix - Summary of the principal terms of the IHG Colleague Share Plan (the “Colleague Plan”),

The Colleague Plan is a global ‘all-employee’ share purchase plan which will give participating employees the opportunity to acquire ordinary shares in the Company (‘Shares’) up to an annual limit of United States Dollars (USD) 1,000 or such other amount as determined by the Board (which includes a duly authorised committee) from time to time.

Where the employee saves in a currency other than USD, the maximum annual savings permissible will be the local currency equivalent of the USD savings limit as determined by the Board.

### Eligibility

The Colleague Plan is drafted so that employees and executive directors of the Company, its subsidiaries from time to time and any Associated Company (the ‘Group’) may be invited to participate.

In practice, it is not anticipated that executive directors will be invited to participate. The employees who will be invited to participate will be kept under review and may change from time to time as determined by the Board.

The Colleague Plan may be rolled out globally in phases. The countries to participate in the first roll out will be determined following legal due diligence.

### Deductions and purchases

Under the Colleague Plan, deductions will be made from participants’ salary at each pay period. Participants can contribute up to USD1,000 (or local equivalent) per year. The deductions will be used to purchase Shares monthly on behalf of the individual (known as ‘Purchased Shares’). At the end of the plan year, the participant will receive a conditional right to acquire further shares. The participant will be awarded the right to receive one share (‘Matching Share’) for every one Purchased Share that they have purchased. If the participant holds the Purchased Shares in the nominee account until the second anniversary of the end of the plan year in which the relevant contributions are made (the “holding period”), the conditional right to Matching Shares will vest. If participants remove their Purchased Shares before the end of the holding period, they will lose the right to the Matching Shares.

The maximum annual contribution and the matching ratio will be reviewed and varied as determined by the Board from time to time.

### Vesting and Taxation

Vesting of Matching Share awards will be conditional upon the participant paying any taxes and employee social security contributions (or similar liabilities) due. The Board may decide to arrange for settlement of vested Matching Share awards in whole or in part by paying an equivalent cash amount in lieu of issuing or transferring Shares.

### Alternative ways to satisfy Matching Share awards

The Board may decide to satisfy a Matching Share award (or a part of it) by paying an equivalent amount in cash. Therefore where this summary describes a right to Shares, this should be read to also include cash. The Board may determine that Awards will be satisfied in cash at the award date or at any time subsequently.

### Dividends and dividend equivalents

Dividends on Purchased Shares whilst held in the nominee account will be automatically reinvested to purchase further Shares (‘Dividend Shares’).

The rules of the Colleague Plan are drafted to allow for the payment of dividend equivalents (an amount equal to the total dividends that would have been paid if the participant had owned the Matching Shares which vest by reference to record dates from the date of grant until vesting). However in practice the Company does not intend to offer dividend equivalents. The Board can vary this from time to time.

### Cessation of employment

Any participant who leaves will retain the Purchased Shares that they purchased with their own funds; and retain any Dividend Shares they have acquired. In relation to the Matching Shares, if an employee leaves before the end of the holding period because of ill-health, injury, disability, redundancy, retirement (by agreement of the Company), the sale of the entity/business unit that employs the participant out of the Group or, any other reason as determined by the Board, both the Purchased Shares and Matching Share rights will be retained. If the participant leaves their Purchased Shares in the Colleague Plan, the Matching Share rights will vest on the usual vesting date (the second anniversary of the end of the plan year in which the relevant contributions are made).

If an employee dies during the holding period, the Matching Shares will vest early on death.

If a participant ceases employment with the Company in any other circumstances, any Matching Share rights held by the participant will lapse on the date on which the participant ceases employment.

### Corporate events

Matching Share awards may vest early in the event of a change of control or winding-up of the Company. Alternatively, Matching Share awards may be exchanged (with the agreement of the acquiring company) for equivalent awards over shares in the acquiring company. Matching Share awards may be exchanged in the event of an internal reorganisation of the Group.

### Adjustments

In the event of any variation of the Company’s share capital, or any demerger, delisting, special dividend, rights issue or other event, which may, in the Board’s opinion, affect the current or future value of Shares, the Board may make such adjustments as it considers appropriate to the number of Shares subject to a Matching Share award.

### Plan limits

In any 10-year period, the number of Shares which may be issued under the Colleague Plan and under any other employees’ share plan adopted by the Company may not exceed 10% of the issued share capital of the Company from time to time. Shares held in treasury will be treated as newly issued for the purpose of this limit until such time as institutional investor representative bodies determine otherwise.

### Amendments

The Board may amend the Colleague Plan at any time, provided that prior approval of the Company’s shareholders in a general meeting will be required for amendments that are to the advantage of eligible employees or participants and that relate to the provisions governing eligibility, individual and overall limits, the basis for determining a participant’s entitlement to, and the terms of, the Shares subject to an award and any adjustment made in respect of a variation of capital.

However, any minor amendment to the Colleague Plan to benefit the administration of the Colleague Plan, to take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment for the Company, any subsidiary or any present or future participant may be made by the Board without shareholder approval.

### Termination

The Colleague Plan will terminate on the 10th anniversary of its approval by shareholders but the rights of existing participants will not be affected by any termination.

**Benefits not pensionable or transferable**

Participants have no rights to pension in respect of Colleague Plan benefits. Matching Share awards granted under the Colleague Plan are not transferable other than to the participant's personal representatives in the event of death.

**Satisfying awards**

Awards may be satisfied using newly issued Shares, Shares held in treasury or Shares purchased in the market.

**Rights attaching to Shares**

All Shares issued under the Colleague Plan will rank alongside shares of the same class then in issue. Participants will not be entitled to any dividend, voting or other shareholder rights in respect of Shares until the Shares are issued or transferred to them (as appropriate). Participants will have no shareholder rights prior to vesting.

The Company will apply for the listing of any Shares issued in connection with the Colleague Plan as soon as practicable after issue.

**US Schedules**

The Colleague Plan includes US schedules to ensure that awards granted to US tax payers are made in accordance with US securities and tax rules as well as complying with Californian securities rules.

This summary does not form part of the rules of the Colleague Plan and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right to amend or add to the rules of the Colleague Plan up until the time of the AGM, provided that such amendments or additions do not conflict in any material respect with this summary.



