



InterContinental Hotels Group PLC

Corporate Responsibility Committee – Terms of Reference

1. **Membership**

- 1.1 As nominated by the Board from time to time, members of the Corporate Responsibility Committee (the “Committee”) shall comprise at least three members. A majority of members of the Committee shall be independent non-executive directors.
- 1.2 The Board shall appoint one of the independent non-executive directors to be the Committee Chair. In the absence of the Committee Chair the remaining members present shall elect an independent non-executive director from one of their number to chair the meeting.
- 1.3 Only members of the Committee and the Secretary have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate.

2. **Secretary**

The Company Secretary or his/her nominee shall act as the Secretary of the Committee.

3. **Quorum**

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions exercisable by the Committee.

4. **Frequency of Meetings**

The Committee shall meet not less than twice a year and at such other times as the Committee Chair shall require.

5. **Notice of Meetings**

Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Committee Chair.

6. **Minutes of Meetings**

- 6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated to all members of the Committee.

7 **Annual General Meeting**

The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8 **Duties and Responsibilities**

8.1 The Committee shall review and advise the Board on the Group's corporate responsibility objectives and strategy including:

8.1.1 impact on the environment;

8.1.2 social, community and human rights issues; and

8.1.3 stakeholder engagement.

8.2 In exercising its powers and authority in accordance with paragraph 8.1 the Committee may:

8.2.1 review the Group's policies as they relate to corporate responsibility matters;

8.2.2 review the Group's approach to sustainable development;

8.2.3 receive reports and review activities from executive and specialist groups managing corporate responsibility matters across the Group's operations;

8.2.4 review the implementation of corporate responsibility programmes, and where appropriate, review the progress of pilot studies;

8.2.5 receive and review reports of corporate responsibility progress and audits of performance against key performance indicators related to corporate responsibility matters;

8.2.6 review any internal and external audit reports relating to corporate responsibility matters and monitor progress of any actions arising there from;

8.2.7 review the content of the Responsible Business Report, the elements of the annual Strategic Report relating to corporate responsibility and the annual Slavery and Human Trafficking Statement;

8.2.8 review best practice in key corporate responsibility areas by appropriate external reports, and by benchmarking with peer companies; and

8.2.9 review the Group's approach to community giving and receive and review, where appropriate, updates relating to the Group's community giving programme and charitable activities and donations.

9 Reporting Responsibilities

The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10 Other

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.

11 Authority

11.1 The Committee is authorised to:

11.1.1 seek any information it requires from any employee of the Company in order to perform its duties and to call any employee to attend a meeting of the Committee as and when required; and

11.1.2 obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

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