

Governance

HOTEL
INDIGO

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Chair's overview



“The Board remained focused on disciplined execution and governance throughout 2025 as the Group advanced its strategy and strengthened culture and resilience.”

Deanna Oppenheimer
Chair of the Board

During 2025, the Board strived to ensure that the Group maintained a robust and resilient governance framework as it pursued its strategic objectives against the backdrop of a volatile geopolitical environment and ongoing economic uncertainty.

Recognising the importance of aligning organisational culture with long-term strategy, the Board undertook an in-depth review of the Group's culture, with particular emphasis on strengthening a performance culture (further information on the performance culture is included on page 62). This work was informed by insights from organisational assessments and external research and benchmarking, alongside consideration of how the Group's growth behaviours are embedded across the business. The Board also reviewed the Group's approach to change management and communication, key people priorities such as recruitment, talent development, succession planning and reward, and evaluated the leadership capabilities required to sustain and evolve the performance culture.

The Board also continued its oversight of cybersecurity, receiving regular updates on the Group's cyber-risk profile, key threat trends and the effectiveness of controls. It reviewed progress in strengthening resilience, including enhancements to detection, response and disaster-recovery capabilities, and considered assurance findings to ensure the Group maintains robust protection against evolving cyber threats.

Throughout the year, I and other members of the Board were pleased to further engage with shareholders, hotel owners and colleagues.

The Board undertook an extensive shareholder consultation exercise, particularly in relation to the Company's approach to remuneration and the Directors' Remuneration Policy approved during the year. We also enjoyed engaging with and hearing directly from hotel owners and a variety of colleagues as part of market visits to hotels and the Group's corporate offices.

During my short-term medical leave of absence, Graham Allan, our Senior Independent Non-Executive Director, assumed the responsibilities of Chair of the Board and Chair of the Nomination Committee on an interim basis. Graham brought deep board and leadership experience to the role, ensuring continuity and demonstrating the Board's focus on its strategic and governance priorities. I would like to thank Graham for his contribution and keeping the Board operating seamlessly during this period.

Focus areas and activities

In addition to the areas outlined above, during 2025 the Board continued to oversee the Group's growth ambitions, supporting and approving the Group's acquisition of the Ruby brand and the launch of a new premium collection brand.

The Board also supported the strengthening of the Group's financial resilience and liquidity profile through approval of an €850 million bond issuance and the refinancing of the Group's \$1.5 billion revolving credit facility.

Developments in the technology and AI spaces also featured prominently on the Board agenda. The Board considered the Group's approach to AI opportunities, including initiatives deployed as part of efficiency and effectiveness workstreams, as well as AI's impact on customer acquisition and the broader industry, and this will continue to be a focus in 2026.

The Board also continued to monitor the Group's approach to disaster recovery, with particular focus on third-party risks and supply chain dependency.

More information on the Board's activities during the year is given on pages 123 to 126.

Board composition

While no new appointments to or resignations from the Board took effect during the year, we announced the appointment of Nicholas Cadbury as a Non-Executive Director to be effective from 1 March 2026. Nicholas' global hospitality and travel sector knowledge, together with his expertise across finance, technology, sustainability and commercial property, will bring significant value to the Board. Information on Nicholas' appointment is included in the Nomination Committee Report on pages 136 and 137.

In line with UK corporate governance requirements and recommendations on Board gender and diversity, our Board continues to meet the FTSE Women Leaders Review recommendations for women on a FTSE 100 Board. With regard to the Parker Review, which looks at the ethnic diversity of UK boards and senior management in FTSE 350 companies, IHG exceeds the recommendations set by the review with three ethnically diverse directors as shown on page 121.

Committee activities

The Board delegates certain responsibilities to its Committees to assist in ensuring effective corporate governance across the business. During 2025:

- the Audit Committee focused on assessing the Group’s financial and non-financial governance and monitoring its risk management and internal control framework (see its report on pages 128 to 133);
- the Remuneration Committee focused on executive reward, the Directors’ Remuneration Policy and the approach to performance management and reward (see its report on pages 138 to 161);
- the Responsible Business Committee focused on progress against the 2025 responsible business priorities, which support the Group’s Journey to Tomorrow responsible business plan (see its report on pages 134 and 135); and
- the Nomination Committee focused on Board composition, the continued development of Executive Committee succession plans and the internal performance review (see its report on pages 136 and 137).

Further detail on the Group’s governance structure is given on page 122.

Board performance review

During the year, an internal review of the performance of the Board and its Committees was undertaken. I am pleased to report that, overall, the review supported the positive conclusions of the Board and its Committees as to their performance. Further details of the internal performance review can be found on page 127. Individual director feedback assessments were also conducted, details of which can be found on page 127.

Compliance and our dual listing

IHG continues to operate as a dual-listed company with a premium listing on the London Stock Exchange (LSE) and a secondary listing on the New York Stock Exchange (NYSE). Under the UK listing rules, we are obliged to make a statement as to how we have applied the principles of the UK Corporate Governance Code (the Code).

Under the NYSE listing rules, as a foreign private issuer, we are required to disclose any significant ways in which our corporate governance practices differ from those of US companies.

To ensure consistency of information provided to both UK and US investors, we produce a combined Annual Report and Form 20-F.

Our statement of compliance with the Code is on pages 162 and 163. A summary outlining the differences between the Group’s UK corporate governance practices and those followed by US companies can be found on page 284.

Looking forward

In 2026, the Board will focus on the continued delivery of the Group’s strategic objectives, while ensuring that a robust governance framework is maintained.



Deanna Oppenheimer
Chair of the Board
16 February 2026

Changes to the Board, and its Committees, and Executive Committee

Nicholas Cadbury	Nicholas was appointed to the Board as a Non-Executive Director with effect from 1 March 2026
Wayne Hoare	Wayne retired from his role as Chief Human Resources Officer and the Executive Committee on 31 December 2025
Tejas Katre	Tejas was appointed to the Executive Committee as Chief Human Resources Officer from 1 January 2026

Board and Committee membership and attendance in 2025	Appointment date	Additional/Committee appointments	Attendance				
			Board	Audit Committee ^a	Responsible Business Committee	Nomination Committee	Remuneration Committee
Total meetings held			8	5	4	6	5
Chair							
Deanna Oppenheimer ^b	01/06/22	N, R	6/8	–	–	4/6	3/5
Chief Executive Officer							
Elie Maalouf	01/01/18		8/8	–	–	–	–
Executive Director							
Michael Glover	20/03/23		8/8	–	–	–	–
Senior Independent Non-Executive							
Graham Allan	01/09/20	A, N, RB, SID	8/8	5/5	4/4	6/6	–
Non-Executive Directors							
Arthur de Haast	01/01/20	A, RB	8/8	5/5	4/4	–	–
Duriya Farooqui ^c	07/12/20	VoE, A, RB	7/8	5/5	4/4	–	–
Byron Grote	01/07/22	A, N, R	8/8	5/5	–	6/6	5/5
Sir Ron Kalifa	01/01/24	A, R	8/8	5/5	–	–	5/5
Angie Risley	01/09/23	N, R, RB	8/8	–	4/4	6/6	5/5
Sharon Rothstein	01/06/20	A, RB	8/8	5/5	4/4	–	–

a. In principle, the full Board attends the relevant sections of the Audit Committee meetings when financial results are considered.

b. Deanna Oppenheimer did not attend the Board or Committee meetings during her short-term medical leave of absence.

c. Duriya Farooqui was not able to attend a Board meeting due to a prior commitment.

Board Committee membership and additional appointments key

A Audit Committee member

R Remuneration Committee member

RB Responsible Business Committee member

N Nomination Committee member

(Ch) Chair of a Board Committee

SID Senior Independent Non-Executive Director

VoE Non-Executive Director responsible for workforce engagement – Voice of the Employee

Our Board of Directors

At 16 February 2026, our Board of Directors comprises:



Deanna Oppenheimer
Non-Executive Chair

Appointed to the Board:
1 June 2022

Committee membership:



Deanna is the founder of CameoWorks, LLC, an advisory firm supporting C-suite leaders, and BoardReady.io, a non-profit focused on board effectiveness. She previously held senior leadership roles at Barclays PLC and has served on multiple listed company boards, including Tesco PLC (Senior Independent Director), Hargreaves Lansdown (Chair), and Whitbread PLC (Remuneration Committee Chair).

As Chair, Deanna leads the Board, ensuring effective governance and strong engagement with IHG's shareholders and wider stakeholders.

She is currently a Non-Executive Director of Thomson Reuters Corporation and serves on the private board of Slalom Corp.



Elie Maalouf
Chief Executive Officer (CEO)

Appointed to the Board:
1 January 2018

Elie became Chief Executive Officer of IHG in July 2023, having previously served as Chief Executive Officer, Americas since 2015. He joined IHG following six years as President and CEO of HMSHost Corporation, where he was also a board member. Elie brings extensive global experience across hotel development, branding, finance, real estate and operations, complemented by strong food and beverage expertise. Before joining the Group, he was a Senior Adviser at McKinsey & Company from 2012 to 2014.

As CEO, Elie leads the Group's executive management and is responsible for delivering Board strategy and policy. He also serves on the Executive Committee of the World Travel & Tourism Council and the U.S. Travel Association CEO Roundtable.



Michael Glover
Chief Financial Officer (CFO)

Appointed to the Board:
20 March 2023

Since joining IHG in 2004, Michael has held senior finance roles across the Group and its regions. He served as CFO of IHG's China region before becoming Group Financial Controller, overseeing Tax, Treasury and Financial Reporting and leading a major finance transformation that delivered greater simplification, automation and service-centre integration. He later became CFO of the Americas and Group Head of Commercial Finance, with responsibility for global commercial finance operations, including procurement, sales and marketing, technology finance and the System Fund.

Michael is an Accounting and Finance graduate of Baylor University and a certified public accountant. As CFO, he works with the Board to oversee the Group's financial operations.



Graham Allan
Senior Independent Non-Executive Director (SID)

Appointed to the Board:
1 September 2020^a

Committee membership:



Graham brings over 40 years of strategic, commercial and operational experience in global consumer-focused businesses. He was Group Chief Executive of Dairy Farm International Holdings Ltd from 2012 to 2017 and previously held senior roles at PepsiCo/Yum! Brands, serving as President of Yum! Restaurants International and leading the KFC, Pizza Hut and Taco Bell brands across 120 markets. Graham began his career as a consultant at McKinsey & Company. Appointed Senior Independent Non-Executive Director in January 2022, he became Chair of IHG's Responsible Business Committee in March 2023. His other roles include Senior Independent Director at Intertek Group plc, Independent Non-Executive Director at Associated British Foods plc and Americana Restaurants International PLC, Chairman of Bata Footwear and Director at Nando's Group Holdings Limited.



Byron Grote
Independent Non-Executive Director

Appointed to the Board:
1 July 2022

Committee membership:



Byron has more than 30 years' experience in the international oil and gas sector, including senior roles at Standard Oil of Ohio and BP Plc, where he served as an Executive Director for 13 years and as Chief Financial Officer from 2002 to 2011. He has held board and audit committee leadership positions at Anglo American plc, Akzo Nobel N.V., Tesco PLC and Unilever PLC and also served as a Non-Executive Director of Standard Chartered PLC. As Chair of IHG's Audit Committee since March 2023, Byron brings deep financial, governance and international business expertise. He is a member of leading audit committee networks and currently serves as a Non-Executive Director of Inchcape plc where he is Remuneration Committee Chair.



Angie Risley
Independent Non-Executive Director

Appointed to the Board:
1 September 2023

Committee membership:



Angie has extensive human resources experience across multiple sectors, including at United Biscuits; Whitbread PLC, where she was Executive Director and Group HR Director; Lloyds Banking Group plc as Group HR Director and Executive Committee member; and Sainsbury's plc, where she served for 10 years as Group HR Director. She has held non-executive roles at Serco Group Plc (Remuneration Committee Chair), Sainsbury's Bank plc, Arriva PLC, and Biffa Limited, and was a member of the UK Low Pay Commission. Angie brings broad HR and cross-sector expertise to the IHG Board and became Chair of the Remuneration Committee in January 2024. She is currently Senior Independent Director and member of the Remuneration Committee and Nomination & Governance Committee at Smith & Nephew plc.

a. Graham was a member of the Board from 1 January 2010 to 15 June 2012 prior to being appointed as Chief Operating Officer of Dairy Farm International Holdings Limited.



Sir Ron Kalifa

Independent Non-Executive Director

Appointed to the Board: 1 January 2024

Committee membership:



Ron is a recognised leader in financial services and technology, having served for over a decade as Chief Executive Officer of Worldpay, later becoming Vice Chairman and an Executive Director until 2020. Ron brings substantial expertise in high-growth sectors of financial markets, including payments and fintech strategy, to the IHG Board. He is Chairman of Visma AG and Vice Chair and Head of Financial Infrastructure at Brookfield Asset Management. He is Non-Executive Director of Network International Holdings plc and the England & Wales Cricket Board, a Council member at Imperial College London, a Trustee of the Royal Foundation of the Prince and Princess of Wales, and Chair of the Sports Honours Committee.



Arthur de Haast

Independent Non-Executive Director

Appointed to the Board: 1 January 2020

Committee membership:



Arthur brings over 30 years of experience in capital markets, hotels, and hospitality, having held senior roles at Jones Lang LaSalle (JLL), including Global CEO of JLL's Hotels and Hospitality Group and Chair of its Capital Markets Advisory Council. He is a former Chair of the Institute of Hospitality and offers substantial board-level expertise in sustainability. Arthur serves as an Independent Non-Executive Director and Risk Management Committee Chair at Chalet Hotels Limited and is a member of the Advisory Board of the Scottish Business School at the University of Strathclyde, Glasgow.



Duriya Farooqui

Independent Non-Executive Director

Appointed to the Board: 7 December 2020

Committee membership:



Duriya brings over two decades of executive and board experience across strategy, transformation, and innovation. She is an Independent Director at Intercontinental Exchange, Inc. (ICE), serving on the boards of its subsidiaries, NYSE and ICE NGX, and co-chairing the NYSE Board Advisory Council. Duriya is also an independent director at Barclays Execution Services Limited, and a leadership coach with The Exco Group. Her previous roles include President of Supply Chain Innovation at Georgia-Pacific, Executive Director of the Atlanta Committee for Progress, principal at Bain & Company, and Chief Operating Officer of the City of Atlanta. She is a member of the Piedmont Healthcare Board of Directors, The Carter Center Board of Councilors, and the Harvard Kennedy School Alumni Board.



Sharon Rothstein

Independent Non-Executive Director

Appointed to the Board: 1 June 2020

Committee membership:



Sharon brings over 25 years of senior leadership experience in marketing, branding and digital strategy. She is currently an Operating Partner at Stripes Group, a growth equity firm investing in high-growth consumer and SaaS companies. Her previous roles include Executive Vice President, Global Chief Marketing Officer, and Executive Vice President, Global Chief Product Officer at Starbucks Corporation, as well as senior positions at Sephora, Godiva, Starwood Hotels & Resorts, Nabisco and Procter & Gamble Company. Sharon provides the IHG Board with deep expertise in consumer-focused businesses and hospitality and brings insights into brand strategy and marketing. She serves on the boards of Yelp, Inc. and private companies Califia Farms, Levain Bakery and Pop Up Bagels.

Board Committee membership

A	Audit Committee member	R	Remuneration Committee member
RB	Responsible Business Committee member	N	Nomination Committee member
	Chair of a Board Committee		

Board skills matrix	Financial ^a	Strategy ^b	Risk	Hotels/Hospitality	Brands/Consumer ^c	Real Estate	International ^d	Tech/Digital	Sustainability	Franchising	US/UK Corporate Governance ^e	CEO ^f
Deanna Oppenheimer	●	●	●	●	●		●	●			●	
Graham Allan		●			●		●			●		●
Arthur de Haast			●	●		●	●		●			
Duriya Farooqui	●	●	●				●		●		●	
Byron Grote	●	●	●				●				●	
Ron Kalifa	●	●	●				●	●			●	●
Angie Riskey				●	●						●	
Sharon Rothstein		●		●	●		●	●		●	●	
Michael Glover	●		●	●			●	●		●		
Elie Maalouf		●		●	●	●	●			●		●
Total	5	7	6	6	5	2	9	4	2	4	6	3

- Experience in a CFO/senior finance role and/or investment banking sector.
- Experience in a role leading corporate strategy, a management consulting role and/or a divisional CEO role.
- Experience in consumer/brands organisation or a role as marketing executive with multibrand background.
- Experience in a multinational organisation holding responsibility globally/across several regions.
- Experience in a UK and US listed organisation.
- Experience in a global CEO role.

Our Executive Committee

In addition to Elie Maalouf and Michael Glover, the Executive Committee comprises:



Daniel Aylmer

Chief Executive Officer,
Greater China

Appointed to the Executive Committee: April 2024 (joined the Group: 2016)

Daniel joined IHG in 2016 and was appointed to the Executive Committee in April 2024. With over 20 years of hospitality experience across Europe, the US and Asia, including a senior tenure at Starwood, he brings deep operational expertise and market insight. Daniel previously served as Managing Director and Chief Operating Officer for Greater China, driving strategic growth, operational excellence, and performance across managed and franchised full-service hotels. Based in Shanghai, he leads the Greater China region's management, expansion, and profitability. Daniel also contributes to the broader business community as a member of numerous business chambers in Shanghai, promoting economic and trade relations between China and the UK.



Heather Balsley

Chief Commercial
& Marketing Officer

Appointed to the Executive Committee: November 2023 (joined the Group: 2007)

Heather joined IHG in 2007 and was appointed to the Executive Committee in November 2023. She became Chief Commercial & Marketing Officer in April 2024, having previously served as Global Chief Customer Officer. Heather has held several senior roles, including SVP, Global Loyalty & Partnerships; SVP, Global Marketing, Mainstream Brands; and SVP, Americas Brands and Marketing. Before joining IHG, she spent seven years at Marakon Associates advising Fortune 500 companies on performance strategies. Heather holds an MBA from Harvard Business School and a bachelor's degree in economics and Sociology from Duke University. She leads IHG's brand strategy, marketing, commercial platforms, analytics, loyalty programmes, co-brand credit card business and the overall guest experience across the Group's brands.



Jolyon Bulley

Chief Executive Officer,
Americas

Appointed to the Executive Committee: November 2017 (joined the Group: 2001)

Jolyon joined IHG in 2001 and was appointed to the Executive Committee in November 2017. A career hotelier, he has held senior roles across the Group, including COO for the Americas and Greater China, CEO for Greater China and leader of the Luxury & Lifestyle Transformation Team. In 2023, he became CEO, Americas. Jolyon has extensive experience in hotel operations, franchisee and owner relations, new hotel openings and brand performance. He graduated from William Angliss Institute, Melbourne, with a focus on Tourism and Hospitality. Jolyon is responsible for driving the growth, management and profitability of the Americas region.



Yasmin Diamond, CB

Executive Vice
President, Global
Corporate Affairs

Appointed to the Executive Committee: April 2016 (joined the Group: 2012)

Yasmin joined IHG in 2012 and was appointed to the Executive Committee in April 2016. She leads all aspects of global corporate affairs, including external, internal, hotel and owner communications, government affairs and IHG's Corporate Responsibility strategy, supporting the Group's strategic priorities. Before joining IHG, Yasmin held senior communications roles in the UK Government, including Director of Communications at the Home Office and the Department for Environment, Food and Rural Affairs, and Head of Marketing at the Department for Education and Skills. Awarded a Companion of the Order of the Bath (CB) in 2011, she also serves as an Independent Non-Executive Director of the Rugby Football Union and as a Board Trustee of the Sustainable Hospitality Alliance.



Jolie Fleming

Executive Vice
President, Chief Product
& Technology Officer

Appointed to the Executive Committee: April 2024 (joined the Group: 2021)

Jolie joined IHG in 2021 and was appointed to the Executive Committee in April 2024. She initially served as Senior Vice President, Guest Products and Platforms, leading the development and launch of technology solutions for IHG One Rewards, mobile apps, new hotel websites and partner integrations, including Iberostar. With over 25 years of experience in technology-driven businesses, Jolie has worked across corporate and start-up environments, focusing on transformative growth, product management, and high-performance teams. Previously, she was Managing Director of Digital and Customer Experience at E*TRADE by Morgan Stanley, leading its award-winning digital channels. Jolie is responsible for driving the development of guest, enterprise and owner-facing products and technology.



Nicolette Henfrey

Executive Vice
President, General
Counsel and
Company Secretary

Appointed to the Executive Committee: February 2019 (joined the Group: 2001)

Nicolette joined IHG in 2001 and was appointed to the Executive Committee in February 2019. A solicitor qualified in England and South Africa, she began her career at Findlay & Tait (now Bowmans) in South Africa and also worked as a corporate lawyer at Linklaters in London. At IHG, Nicolette has held senior legal roles, including Deputy Company Secretary, working closely with the Board, Executive Committee and wider organisation to ensure best-in-class governance, legal and regulatory compliance. She has global responsibility for corporate governance, legal, risk management, insurance, regulatory compliance, internal audit and hotel standards.



Tejas Katre
Chief Human Resources Officer

Appointed to the Executive Committee: January 2026 (joined the Group: 2018)

Tejas became Chief Human Resources Officer in January 2026 and is responsible for all aspects of the Group's people and organisation strategy, covering talent management, people development, learning, reward and employee relations. With over 30 years of experience, Tejas has driven HR and organisational transformation across global companies and international markets. Before joining IHG, Tejas held senior roles at PepsiCo and Unilever PLC. Since joining IHG in 2018, Tejas has served as Senior Vice President, HR Global Talent, Organisation, Culture and Reward, and Senior Vice President, HR for EMEAA.



Kenneth Macpherson
Chief Executive Officer, EMEAA

Appointed to the Executive Committee: April 2013 (joined the Group: 2013)

Kenneth joined IHG in 2013 and was appointed to the Executive Committee in April 2013. He served as CEO for Greater China from 2013 to 2017 before becoming CEO, EMEAA, in January 2018. Kenneth has extensive experience in sales, marketing strategy, business development and operations, with over 12 years living and working in China, and additional experience across Asia, the UK, France, and South Africa. Before joining IHG, he spent 20 years at Diageo plc, including as Managing Director of Diageo Greater China, leading the landmark acquisition of ShuiJingFang. Kenneth is responsible for managing the growth, profitability and operations of the EMEAA region and overseeing a portfolio of hotels in mature and emerging markets.

Information on Directors and Executive Committee members

As required by UKLR 6.6.6R(9), data on the Board and Executive Committee members is set out in the tables below.

Gender of Board and Executive Committee	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive Committee	Percentage of Executive Committee
Men	6	60%	3	6	60%
Women	4	40%	1	4	40%
Not specified/prefer not to say	-	-	-	-	-

Ethnic background of Board and Executive Committee	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive Committee	Percentage of Executive Committee
White British or other White (including minority-white groups)	7	70%	3	8	80%
Mixed/Multiple Ethnic Groups	-	-	-	-	-
Asian/Asian British	2	20%	-	1	10%
Black/African/Caribbean/Black British	-	-	-	-	-
Other ethnic group	1	10%	1	1	10%
Not specified/prefer not to say	-	-	-	-	-

Notes:

- The information in the tables above is compiled from self-reported data from the relevant individuals and is accurate as at 31 December 2025.
- As at 31 December 2025 and 16 February 2026, the Company complies with the following requirements on board diversity in accordance with UKLR 6.6.6R(9): (i) at least 40% of the individuals on the Board are women; (ii) at least one senior position, namely the Chair of the Board, is held by a woman; and (iii) at least one individual on the Board is from a minority ethnic background.

Governance structure

Governance framework

Our governance framework is headed by the Board, which delegates certain management and oversight responsibilities to various Committees to further IHG's purpose, values and strategy, while conducting business in a responsible manner. Executive management is responsible for the implementation of strategy that is delivered by the Group's workforce.

The Board

The Board is responsible for promoting the long-term sustainable success of the Group and establishes its purpose, values and strategy.

Operational matters, routine business and information disclosure procedures are delegated by the Board to Management Committees, with the exception of a number of key decisions and matters that are reserved for the Board. The schedule of matters reserved for the Board was reviewed and approved at the December 2025 Board meeting and is available on our website.

The Board is supported by its four Principal Committees (Audit, Nomination, Remuneration and Responsible Business), all of which consist of Non-Executive Directors. These committees assist the Board in carrying out its functions and in overseeing the delivery of the strategic objectives it sets for management.

[+ See pages 123 to 126 for information.](#)

Board Committees

Nomination Committee

Leads on and examines nominations and appointments to the Board and its Committees and makes recommendations to the Board.

Responsible for reviewing the Group's leadership needs.

[+ See pages 136 and 137.](#)

Remuneration Committee

Leads on and reviews all aspects of remuneration of the Executive Directors and Executive Committee members and remuneration policy for senior executives.

[+ See pages 138 to 161.](#)

Responsible Business Committee

Leads on responsible business objectives and strategy, including our approach to social, community and human rights matters.

Reviews our impact on the environment and communities.

Reviews the Board's engagement with the workforce and the Group's culture of inclusivity.

[+ See pages 134 and 135.](#)

Audit Committee

Leads on internal controls and risk management; financial and non-financial reporting; internal audit; fraud and external audit and compliance.

Maintains working relationships with management; Global Internal Audit; the Disclosure Committee; and the external Auditor.

[+ See pages 128 to 133.](#)

Management Committees

Operational matters, routine business and information disclosure procedures are delegated by the Board to Management Committees. The Management Committees comprise senior executives, including, where relevant, the Executive Directors.

Executive Committee

Chaired by the CEO, it considers and manages the day-to-day strategic and operational issues facing the Group.

Its remit includes executing the strategic plan once agreed upon by the Board, monitoring the Group's performance and providing assurance to the Board in relation to overall performance and risk management.

General Purposes Committee

Chaired by an Executive Committee member, it attends to items of a routine nature and to the administration of matters, the principles of which have been agreed previously by the Board or an appropriate Committee.

Disclosure Committee

Chaired by the Group's Financial Controller, it ensures that proper procedures are in place for statutory and listing disclosure requirements. This Committee reports to the Chief Executive Officer, the Chief Financial Officer and the Audit Committee.

Board activities

Key areas of focus during the year

Board meetings

This page gives an overview of some of the regular and standing items discussed and decisions made at Board meetings during the year.

The table on pages 124 and 125 sets out information on the key matters discussed by the Board in 2025 and our Section 172 statement, which includes information about how stakeholders were considered and impacted outcomes.

In several areas, much of the substantive preparation work took place within the Board's Committees and was later confirmed by the Board, or the whole Board attended certain sections of Committee meetings. Where this was the case, the discussions are treated as having taken place at Board level.

Performance

The Board receives regular updates from the CEO and CFO on recent and current trading, including RevPAR, operating profit, net system size growth and cash flow performance. These were also compared to the results of competitors and budget. Internal projections were compared with the consensus of forecasts by analysts to ensure that the Company's prospects were appropriately reflected in market expectations. The Board also monitors the progress of the share buyback programme.

Throughout the year, the Board also receives regional performance updates from each of the regional Chief Executive Officers, covering regional market and competitive landscapes, financial performance, regional strategy and progress on regional initiatives, and risks and mitigation measures.

Governance and assurance

The Board receives regular updates on principal and emerging risks, internal controls, risk management systems, the Group's risk appetite, litigation, cybersecurity, compliance programmes and the global insurance programme. Committee Chairs also report to the Board on risk topics discussed in their respective Committees.

The Board receives regulatory development updates from the General Counsel and Company Secretary, covering regulatory changes in areas such as corporate reporting and governance, executive remuneration, shareholder body voting guidelines and other social and environmental matters on a quarterly basis. The Board also reviewed and approved the Group's Code of Conduct.

Stakeholders

The Board receives a regular report outlining share register movements, relative share price performance, investor relations activities and engagement with shareholders. The Board also considers views shared from the regular investor and analyst perception studies and feedback surveys, as well as individual meetings with investors.

The Board receives a regular report outlining various geopolitical and social issues pertaining to IHG and its business; corporate affairs activity supporting IHG's corporate reputation, brands and responsible business agenda; owner and colleague engagement and feedback; government and advocacy programmes; and industry-body engagement.

Board activities continued

Key areas of focus during the year continued

Key matters discussed in 2025 and Section 172 statement

Section 172 of the Companies Act 2006 requires a director of a company to promote the success of that company, and in doing so, the director must have regard to six factors. These are: the long-term consequences of a decision; the interests of its employees; business relationships with suppliers, customers and others; its impact on the community and environment; the desirability of maintaining high standards of business conduct; and the need to act fairly between members of the company. The table below summarises some of the main matters dealt with by the Board during the year and how it took the Section 172 factors into account. The relevant Section 172 factors are identified in the table.

Finance and performance		
<p>Shareholder returns</p> <p>The Board considered and approved a final dividend for 2024, an interim dividend for 2025 and a \$900m share buyback programme.</p>	<p>In considering the dividends paid during the year and the share buyback programme, the Board took into account the creation of value for shareholders, the expectations of analysts in the context of the Company's trading and viability assessments and capacity to pay, as well as the external environment, including the geopolitical situation and macro-economic developments, while having regard to the Group's dividend policy.</p>	<p>Considerations</p> <ul style="list-style-type: none"> – Long term – High standards – Act fairly between members
<p>Group finance</p> <p>The Board approved the update of the Group's Euro Medium Term Note (EMTN) bond programme and the issuance of an €850m bond.</p>	<p>In approving the EMTN programme update and the €850m bond issuance, the Board considered in particular the Group's longer-term debt maturity and liquidity profiles as well as the benefits of prudent financial management to the Group's employees and shareholders.</p>	<p>Considerations</p> <ul style="list-style-type: none"> – Long term – Employees – High standards – Act fairly between members
<p>Group finance</p> <p>The Board considered and approved the refinancing of the Group's \$1.5bn syndicated revolving credit facility.</p>	<p>When deciding to approve the refinancing of the Group's \$1.5bn revolving credit facility, which included the removal of financial covenants, the Board recognised the value of the new facility to the Group's short- and medium-term funding and liquidity prospects and noted the positive implications of having the new facility in place for the Group's stakeholders, including employees, suppliers, owners, guests and shareholders.</p>	<p>Considerations</p> <ul style="list-style-type: none"> – Employees – Suppliers and customers – High standards
<p>Financial statements</p> <p>The Board considered and approved the full and half-year financial results statements, including the going concern and viability statements, and whether the Annual Report was fair, balanced and understandable.</p>	<p>In reviewing and approving for publication the Group Financial Statements, the Board ensured that the Group had met its regulatory requirements in relation to providing shareholders and other stakeholders with accurate information regarding the Group and further maintained the Group's reputation for operating with high standards.</p>	<p>Considerations</p> <ul style="list-style-type: none"> – High standards – Act fairly between members
Strategic and operational matters		
<p>Brand portfolio</p> <p>The Board approved the acquisition of the Ruby brand.</p>	<p>In evaluating the acquisition of the Ruby brand, the Board focused in particular on the brand's appeal to IHG One Rewards members and other guests; the brand's proposition and the return on investment for hotel owners; and the value the brand can generate for shareholders and investors.</p>	<p>Considerations</p> <ul style="list-style-type: none"> – Long term – Suppliers and customers
<p>Brand portfolio</p> <p>The Board approved the launch of a new premium collection brand.</p>	<p>In considering the new brand launch, the Board noted the long-term strategic rationale for the new brand as well as the guest proposition and the enhanced opportunity it creates for hotel owners to benefit from the Group's enterprise platform. The Board also considered the capacity and capabilities of the Group's employees needed to support the launch.</p>	<p>Considerations</p> <ul style="list-style-type: none"> – Long term – Employees – Suppliers and customers
<p>Technology</p> <p>The Board approved an agreement for a new cloud-based property management system.</p>	<p>In approving the agreement for a new cloud-based property management system, the Board had regard to the benefits to the Group and hotel owners of a scalable, future-ready technology solution to facilitate operational efficiency and reduce administrative burden.</p>	<p>Considerations</p> <ul style="list-style-type: none"> – Long term – Suppliers and customers
<p>Growth strategy in regions – Americas, EMEA and Greater China</p> <p>The Board received in-depth regional updates from the CEOs of each of the Group's three regions, and provided oversight with regard to the Group's growth strategy and strategic priorities.</p>	<p>The Board received regular updates from the Group's operating regions, covering the Group's relative brand positioning across the brand segments; enterprise capabilities across key markets and the priorities for driving growth in the national markets, and further focused on actions to accelerate the Group's growth. In its discussions across the year, the Board paid particular attention to critical owner considerations in relation to optimising owner returns as well as initiatives to reduce energy and water consumption and food waste.</p>	<p>Considerations</p> <ul style="list-style-type: none"> – Long term – Suppliers and customers – Community and environment

Governance

Board composition

The Board approved the appointment of Nicholas Cadbury as Non-Executive Director.

In considering and approving the new Board appointment, the Board had particular regard for ensuring that the Board and the Board Committees have the appropriate mix of talent, expertise, skills and experience to provide effective oversight over the short and long-term strategic objectives of the Group while also maintaining high standards of business conduct and complying with the UK Corporate Governance Code.

Considerations

- Long term
- High standards

Executive Committee appointment

The Board endorsed the appointment of Tejas Katre to the Executive Committee.

In considering the talent and succession planning at the Executive Committee level and the appointment of Tejas Katre as Chief Human Resources Officer, the Board focused on the skills, experience and profile required to optimise the Executive Committee and HR functional leadership to facilitate the delivery of the Group's strategic objectives.

Considerations

- Long term
- Employees
- High standards

Share price currency change

The Board approved the change of the Company's share price currency from British Pounds to US Dollars.

In approving the change of the Company's share price currency to US Dollars, the Board considered in particular the implications of the change for the Company's shareholders and employees and the ability of the Company's share administrators to accommodate the change.

Considerations

- Employees
- Suppliers and customers
- Act fairly between members

People

Our people and culture

The Board participated in and received regular updates from the Voice of the Employee workforce engagement programme.

The Board participated in employee feedback sessions, and received and considered regular updates from the Voice of the Employee workforce engagement programme, noting continued positive feedback from engagement sessions. A summary of the Voice of the Employee engagement programme activities carried out during 2025 is included on page 135.

Considerations

- Employees
- High standards

Our people and culture

The Board received regular updates on and endorsed the Group's approach to efficiency initiatives.

In considering the Group's operational efficiency initiatives, the Board carefully assessed the long-term benefits of the initiatives and the impact of the initiatives on the Group's employees and culture, particularly in the context of the focus on a performance culture.

Considerations

- Long term
- Employees
- High standards

+ See pages 44 and 45 for information about how we have engaged with our stakeholders in 2025. Further details of our regard for our people, communities and the planet are on pages 62 to 76.

Annual Board strategy meeting

The 2025 Annual Board strategy meeting was held in Atlanta, the location of the Group's main corporate office in the USA.

The Board reviewed performance in the broader context of the industry, the competitive environment and considered progress against the Group's strategy. Areas of focus also included:

- the Group's strategy for brands, commercial and marketing areas to capture future growth and market share; and
- opportunities to unlock value with guests and owners through technology.

The Board's assessment was supplemented by external perspectives on the future of the industry, imperatives for remaining competitive and a forward-looking view of dynamics in equity and owner capital markets. The Board also reflected on the impact of the Group's strategic choices, its risk appetite and risk tolerances, noting the approach to programme and operational risk management in the organisation.

Following a productive and wide-ranging discussion, the Board endorsed future plans in particular with regard to:

- the Group's market growth strategy and approach to market prioritisation, with a focus on accelerating profitable growth;
- enhancing the Group's technology platforms, focusing on strengthening core capabilities and leveraging data and insights; and
- a renewed emphasis on execution, embedding a high-performance culture to achieve strategic ambitions.

The outcomes and action items were further addressed at subsequent Board meetings.

Board activities continued Our shareholders and investors

During 2025, IHG continued its open dialogue with shareholders and investors and conducted its annual programme of investor relations activities with support from its brokers and advisers. The Board received regular updates and considered feedback as outlined on page 123.

The Chair of the Remuneration Committee, supported by the Chair of the Board and other Non-Executive Directors, also held an extensive series of meetings with investors and proxy agency bodies to consult on the Directors' Remuneration

Policy approved during the year. Further details are on pages 142 to 144.

In addition, our Registrar and American Depositary Receipts (ADR) programme custodians have supported shareholders and ADR holders with their queries.

Committee Chairs and the Senior Independent Director are available for shareholders if they have concerns they wish to discuss.

+ Further information on the Board's engagement with shareholders and investors is included on page 44.

Annual General Meeting (AGM)

The Board was pleased to meet shareholders in person at the 2025 AGM.

Our 2026 AGM will be held on Thursday 7 May 2026. The notice of meeting will be sent to shareholders and made available on our website in due course.

+ Visit ihgplc.com/investors under Shareholder centre

Case study

Board and executive team visit Dubai to experience opportunities first hand

In September 2025, the Board travelled to Dubai for a three-day market visit combining scheduled Board meetings with deeper operational insight into a strategically important growth region. Based at the InterContinental Dubai Festival City, the visit included tours of several regional hotels, including the Ciel Dubai Marina Vignette Collection, the world's tallest hotel.

The Board enjoyed meeting with various hotel owners as well as General Managers and hotel teams as part of the tours.

Members of the Board also visited the Group's corporate office in Dubai, met with members of the regional leadership team and took part in a town hall discussion with colleagues as well as a 'Voice of the Employee' engagement session.

The Board received detailed presentations on the EMEAA market, including an overview of key performance metrics;

how these business units operate; the approach to building talent and capability; and opportunities for growth across the region.

The Board also benefitted from external presentations and perspectives on the Middle East market.

The market visit supported effective oversight of the EMEAA region while strengthening engagement with hotel owners as well as regional leadership and teams.



With a growing presence of 30 hotels in Dubai, the Board immersed itself in the opportunity, energy and momentum of the region, reflecting IHG's compelling growth prospects across EMEAA.

30



Board performance review

Each year, the performance of the Board and its Committees is carefully reviewed through a formal evaluation process. In 2025, an internal performance review was conducted with the last external performance review being completed in 2023.

FY23

Externally led evaluation by Independent Audit Limited

FY24

Internally led evaluation

FY25

Internally led performance review

Performance review process

During the year, the Board conducted its annual performance review process internally by questionnaire. The assessment spanned progress against 2024's actions, the Board's strategic oversight and challenge to management, risk governance, stakeholder and employee engagement and Board cohesion, composition and succession planning, with a view to supporting continuous improvement.

Strengths from 2025:

Effective strategic oversight and engagement

The Board demonstrates strong capability in guiding strategy, balancing challenge with support and engaging deeply in key decisions. Directors consistently highlight the transparency and openness of discussions, ensuring alignment while constructively testing management proposals.

Robust risk and governance frameworks

The Board, together with its Audit Committee, shows high engagement in risk oversight, covering financial, non-financial and emerging risks. Processes are well embedded, comprehensive and regularly reviewed, giving confidence in the organisation's resilience and governance.

Cohesive dynamics and high-quality information

Board meetings are well-structured and discussion-led, with materials that are timely, clear and comprehensive. There is strong collaboration among members, supported by opportunities for informal engagement, site visits and stakeholder feedback, which enhances understanding and decision-making.

Areas of focus for 2026:

Board dynamics and strategic engagement

Continuing to strengthen board dynamics and engagement, to ensure robust, constructive debate and alignment of strategic priorities in the context of increasing competitiveness and complex geopolitical and economic factors.

Leadership development and succession planning

Continuing to balance the Board's skills and expertise against evolving market demands and continued visibility and engagement with the executive leadership pipeline will support robust succession plans, future capability needs and long-term strategic objectives.

Technology and organisational resilience

Continuing to focus on strengthening technology innovation and enablement to support both strategic objectives and organisational resilience.

Board Committees

As part of the broader review process, the performance of each of the Board's Committees and the support it provides to the Board was reviewed and assessed.

The review process confirmed that the Committees have the necessary attributes to support their effective operation and that they are well integrated into the Board decision-making processes.

Each of the Committees reviewed the findings and agreed the respective actions with consideration of the overall Board finding where they were deemed relevant to that Committee's work.

+ Further details are set out in each Committee Report on pages 128, 134, 136 and 158.

Performance review of Directors

In addition to the internal Board Performance Review, the Chair led the individual performance reviews of the Non-Executive Directors and carried out one-to-one meetings with each of them, focusing on their contribution to the Board and Principal Committees, including the time they dedicate to their roles, and engagement with fellow Directors, taking into account their relevant skills, knowledge and experience. Particular points of note were shared with the individual Directors, and following a final discussion and feedback session between the Chair and the SID, it was concluded that the Directors perform their duties independently and effectively and that they dedicate sufficient time to discharge their Board responsibilities.

The performance assessment of the Chair was also led by the SID.

The Performance Review focused on:

- Overall leadership of the Board;

- The Board's culture and the Chair's ability to facilitate constructive Board relations; and
- Managing the Board in accordance with high standards of corporate governance.

The CEO performance review was led by the Chair, who collected feedback to a series of questions from the Non-Executive Directors.

Key areas of focus included:

- the Group's performance and impact of the CEO;
- the relationship and ability to work collaboratively and transparently with the Board;
- delivery of the Group's growth agenda;
- regard for community and the environment;
- building talent and organisational capabilities; and
- progress in relation to IHG's 2025 plan and future strategic priorities.

Audit Committee Report



“A robust risk management and internal control framework is fundamental to sustaining organisational resilience and supporting informed decision making.”

Byron Grote

Chair of the Audit Committee

Highlights

- Detailed oversight of the global financial governance plan, including initiatives to drive compliance improvements, an enhanced testing cycle, progression of the automation of controls and development of the non-financial reporting metric governance framework.
- Focused review of the governance and controls relating to the System Fund, including internal and external governance.
- Assessment of the Group’s fraud risk management programme, including measures to manage the Group’s fraud risk and endorsement of the Group’s new Global Fraud Prevention Policy.

Key duties and role of the Committee

Key objectives and summary of responsibilities

The Audit Committee is responsible for ensuring that IHG maintains a strong control environment. It monitors the integrity of IHG’s financial reporting, including significant financial reporting judgements; maintains oversight of and reviews our risk management and internal control framework; monitors and reviews the effectiveness and performance of internal and external audit functions; and reviews the behaviours expected of IHG’s employees through the Code of Conduct and related policies.

The Committee’s role, responsibilities and authority delegated to it by the Board are set out in its Terms of Reference (ToR), which are reviewed annually and approved by the Board.

+ The ToR are available at ihgplc.com/investors under Corporate governance.

As noted, the Committee focused its attention on reviewing and obtaining assurance in relation to emerging and evolving risks as well as the Group Financial Statements and controls. Other areas of focus over the year have been:

- the Group’s global financial governance compliance plans, with particular focus on system and process transitions;
- the internal control arrangements relating to metrics included in the LTIP;
- the Group’s business continuity and crisis management framework, including the approach to testing the framework by regional and functional leadership teams;
- the evolution of the Group’s finance function’s operating model, with particular emphasis on technology and the development of automation and AI capabilities; and
- the Group’s approach to managing hotel operational safety and security risks, focusing in particular on the evolution of the Group’s brand safety standards framework to address existing and emerging safety and security risks.

Membership and attendance at meetings

Details of the Committee’s membership and attendance at meetings are set out on page 117. The Chair of the Board, CEO, CFO, Group Financial Controller, Head of Risk and Assurance, General Counsel and Company Secretary, Deputy Company Secretary and our external Auditor attended the Committee’s meetings in 2025. Other attendees are invited to meetings as appropriate, and the CEO and all other Directors were invited to Committee meetings where the review of the risk management framework and the approval of financial reporting was considered and discussed. The Committee continues to hold private sessions with the internal and external Auditors without the presence of management to ensure that a culture of transparency is maintained.

The Committee Chair continues to have recent and relevant financial experience, and all members of the Committee are Independent Non-Executive Directors. In accordance with the Code, the Board also considers that the Committee as a whole possesses competence relevant to the Company’s sector, having a range of financial and commercial experience in the hospitality industry and the broader commercial environment in which the Group operates. Further details of the skills and experience of the Committee members can be found on pages 118 and 119.

Reporting to the Board

Following each Committee meeting, the Committee Chair updates the Board on key issues discussed. The papers and minutes for each meeting are circulated to all Board members, who are invited to request further information if required and to provide any challenge where necessary.

Effectiveness of the Committee

During the year, the Committee’s effectiveness was reviewed as part of the internal Board performance review process. The review responses positively highlighted the quality of leadership and external reporting, and the Committee concluded that it remains effective.

Focus areas and activities

Financial and narrative reporting

During the year, the Committee reviewed and recommended approval of the interim and annual Financial Statements (considering the relevant accounting and reporting matters such as key judgement areas, going concern and viability statements, the financial reporting impacts of commercial litigation and disputes, exceptional items and impairment reviews) and the Group's quarterly trading updates. All members of the Board are asked to attend these meetings.

As well as receiving input and guidance from the external Auditor on the areas outlined above, the Committee also received regular reports from the Chair of the Disclosure Committee, which liaised closely with other external advisers of the Group to ensure that disclosure and regulatory requirements were being appropriately considered and met. Copies of the Disclosure Committee's minutes were also provided to the Committee.

The Committee received early drafts of the Annual Report and Form 20-F 2025 (Annual Report), and when providing comments considered: (i) the process for preparing and verifying the Annual Report, which included review by the Executive Committee and input from senior employees in the Company Secretariat, Legal, Operations, Strategy, Human Resources, Finance, Risk and Assurance teams; (ii) a report from the Chair of the Disclosure Committee; and (iii) a checklist prepared by the Annual Report team confirming compliance with the relevant regulatory requirements.

The Committee also considered management's analysis of how the content, taken as a whole, was 'fair, balanced and understandable', and whether it contained the necessary information for shareholders to assess the Group's position, performance, business model and strategy.

In order to reach this conclusion, a dedicated project team worked on the contents of the Annual Report, and a detailed verification process to confirm the accuracy of the information contained within the Annual Report was undertaken by the Financial Planning and Analysis department. The Committee then considered both the structure and content of the Annual Report to ensure that the key messages were effectively and consistently communicated and that meaningful links between the business model, strategy, KPIs, principal risks and remuneration were clearly identified throughout the Annual Report. The Committee also reviewed the proportionate and consistent consideration of climate matters across the Annual Report, including the Task Force on Climate-Related Financial Disclosures (TCFD) statement and an asset-by-asset review for impairment purposes, and considered that the disclosures were appropriate.

Alongside this review, the Committee considered guidance provided by the Financial Reporting Council (FRC) throughout the year and took into account the updated Corporate Governance Code 2024.

Following a review of the contents of the Annual Report alongside the aforementioned criteria, the Committee reported its recommendation to approve the Annual Report to the Board.

Significant matters in the 2025 Financial Statements

Throughout 2025, the Committee provided ongoing challenge to management's accounting, reporting and internal controls. The Committee discussed with management and the external Auditor the significant areas of complexity, management judgement and estimation in relation to the Financial Statements, and the impact of any accounting developments or legislative changes. The Committee has satisfied itself that management had adequately identified and considered all potentially significant accounting and disclosure matters. The key items discussed are outlined on pages 132 and 133.

Internal control and risk management

The Board is responsible for establishing procedures to manage risk, overseeing the internal control framework and determining the nature and extent of the principal risks the Company is willing to take to achieve its long-term objectives. The Committee supports the Board by reviewing the effectiveness of the Group's risk management and internal control framework and assessing emerging and principal risks, and undertook such a review in respect of 2025.

In order to effectively review the risk management and internal control framework, the Committee:

- receives regular reports from management and the Risk and Assurance team on the effectiveness of the risk management and internal control framework, including key financial, operational, reporting and compliance controls; and reports from the external Auditor on financial reporting controls;
- reviews the process by which risks are identified (including procedures in place to identify emerging risks and linkage to wider consideration of strategy and resilience) and assesses the timeliness and effectiveness of action taken by management, including regular reports on the Company's overall risk management and internal control framework and principal risks; and
- receives regular reports relevant to risk management and internal controls, both financial and non-financial, to ensure that current and emerging risks are identified and assessed and that there is an appropriate management response (see pages 46 to 53 for further detail on our risks and initiatives to manage them).

Audit Committee Report continued

The Committee also considered insights from Executive Committee sponsors on areas where evolving risk dynamics may require enhanced management focus in 2026, including AI and data governance; operational resilience and supply chain assurance; legal and regulatory complexity; ethical and societal expectations; and future leadership and technology capabilities. These themes inform management's ongoing work on the design and oversight of material controls.

As part of the Committee's review of the risk management and internal control framework, key financial, operational, reporting and compliance controls across the business continue to be monitored and tested throughout the year. The Committee assesses the approach to Sarbanes-Oxley Act 2002 (SOX) compliance in accordance with our US obligations and reviews reports on the progress of the SOX programme at each meeting. During the year, the Committee received updates on the automation of SOX controls and the ongoing programme to streamline the overall control count in line with continued best practice and advances in automation.

During 2025, the Committee considered the activity undertaken by the Risk and Assurance team to enhance the Board's oversight of risk management and internal controls, including preparatory work to support a future Board declaration on the effectiveness of material controls under Provision 29 of the UK Corporate Governance Code. This preparatory work has focused on confirming the scope of material controls across financial, operational, compliance and reporting processes; aligning those controls with the Group's principal risks; and strengthening associated documents and evidence.

The Committee also considered the output of an external assessment of the Group's cybersecurity control environment.

Having reviewed the risk management and internal control framework throughout the year, the Committee concluded that the Group continues to have an effective framework of risk management and internal controls, and that there are no material weaknesses in the control environment.

Tax risks, policies and governance

The Group's CFO has responsibility for tax and tax policies at Board level. These policies and procedures are subject to regular review and update and are approved by the Audit Committee. Procedures to minimise risk include the preparation of thorough tax risk assessments for all transactions carrying material tax risk and, where appropriate, material tax uncertainties are discussed and resolved with tax authorities in advance.

+ Our Approach to Tax document is available at ihgplc.com/en/responsible-business/policies-and-position-statements

Principal risk areas

During the year, the Committee discussed and assessed the range and aggregate impact of dynamic risks that the Group faced in the context of the ongoing volatility in the geopolitical and macro-economic environment. Factors noted in the Committee's discussions included:

- ongoing dynamic challenges arising from geopolitical tensions, changes in legislative proposals and cyber threats; and
- emerging issues including data usage, the adoption of AI and third-party supplier dependencies which manifest across multiple principal risks.

Further details of our principal risks, uncertainties and review process can be found on pages 46 to 53.

Non-audit services

IHG's Audit and Non-Audit Services Pre-Approval Policy helps to ensure that the external Auditor's independence and objectivity are not impacted by non-audit services provided by the external Auditor. The policy is reviewed by the Audit Committee annually, and minor amendments were made during the year to align with the FRC's Revised Ethical Standards 2024.

The policy requires that pre-approval is obtained from the Audit Committee for all services provided by the external Auditor before any work can commence, without any de minimis threshold in line with US Securities and Exchange (SEC) requirements and UK ethical standards.

The Committee reviewed the audit and non-audit fees incurred with the external Auditor and noted that there had been no prohibited services (under SEC requirements or UK ethical standards) provided to the Group during the year.

The Committee is prohibited from delegating non-audit services approval to management, and compliance with the policy is actively managed.

IHG is committed to maintaining non-audit fees at a low level, and the Committee remains cognisant of the guidelines of investor advisory bodies on non-audit fees. During 2025, 16% of services provided to the Group were non-audit services (2024: 12%), primarily related to System and Organisation Controls Reports. These services are typically performed by external Auditors, as knowledge of the Company or Group is necessary for the provision of the non-audit services.

Details of the fees paid to PwC for non-audit and statutory audit work during 2025 can be found on page 200. The Committee is satisfied that the Company was compliant during the year with the FRC's latest Ethical and Auditing Standards in respect of the scope and maximum permitted level of fees incurred for non-audit services provided by PwC. Where non-audit work is performed by PwC, both the Company and PwC ensure adherence to robust processes to prevent the objectivity and independence of the external Auditor being compromised.

Risk and assurance – Internal Audit

The Committee discusses and approves the Internal Audit annual plan, which aims to provide objective and insightful assurance that appropriate controls are in place to support our strategy and growth ambitions. Progress against the Internal Audit plan is reported at each meeting, and, during 2025, the Committee reviewed several areas set out in the plan relating to non-financial reporting and metrics included in the LTIP. The plan also adapted during the year to respond to regulatory developments and legislation in relation to sustainability reporting.

The Committee also received updates on the arrangements for confidential reporting and on certain investigations supported by Internal Audit during the year.

The 2026 plan presented to the Committee in December 2025 maintains focus on the integrity of the risk management and internal control framework in the context of the key risks of the business. Areas of focus in 2026 include data, technology and the acceleration of AI adoption, operational resilience and the control framework for non-financial reporting.

Following consideration, the Committee confirmed its agreement to the 2026 Internal Audit plan, including the assurance objectives identified. The Committee reviews the results of completed audits and observations from other ongoing assurance and control improvement support, as well as actions taken by management in response to Internal Audit's work.

The functional effectiveness of Internal Audit is assessed on an ongoing basis and reported to the Committee throughout the year. During 2025, the Committee reviewed the Internal Audit Charter, approved the Internal Audit plan and received regular reports on Internal Audit's work, findings and follow-up of management actions. The Committee was satisfied that the function remains appropriately resourced, operates in line with its Charter and continues to provide independent assurance over key risks and internal controls.

In 2026, the Committee will receive a further overview of Internal Audit's conformance with the updated Institute of Internal Auditors' Standards, alongside stakeholder feedback gathered following the 2025 year-end, to inform its assessment of Internal Audit's effectiveness.

An independent quality evaluation of the function was last conducted in 2023.

Governance and compliance

The Committee is also responsible for reviewing the Group's Code of Conduct and related policies.

Looking forward

During 2026, the Committee will remain focused on the Group's internal control and risk management environment and approach to financial and non-financial reporting. In doing so, the Committee will continue to oversee the development and operation of arrangements for monitoring and reviewing the effectiveness of material controls, ahead of the Board's declaration required under Provision 29 of the UK Corporate Governance Code.

External Auditor – reappointment of PwC

The Committee reviewed and assessed PwC's performance during the year and considered its reappointment as the Group's external Auditor. PwC has been the Group's Auditor since its appointment in 2021, following a tender process in 2019. During 2025, Andrew Hammond continued as PwC's lead audit partner.

The Committee regularly reviewed and assessed the progress of the audit throughout the year and also undertook a detailed effectiveness assessment through two surveys: one for Committee members and the other for senior management.

The surveys focused on the following areas:

- the quality and service of the audit team;
- audit planning and execution;
- communication with the Committee and senior management;
- the Auditors' assessment of process controls and financial reporting; and
- the independence and objectivity of the Auditors.

The responses to the surveys were positive and noted in particular that the PwC audit team demonstrated strong technical expertise and had developed effective and collaborative ways of working with the Company's management.

Accordingly, the Committee concluded that the PwC audit team was providing the required quality in its provision of audit services and maintained appropriate levels of independence and objectivity. The Committee therefore recommended to the Board the continued appointment of PwC as external Auditor.

The Audit Quality Review team (AQR) from the FRC undertook an inspection of PwC's audit of the 2024 Annual Report and Accounts. The AQR team completed its formal governance processes and wrote to the Chair of the Audit Committee with its conclusion on the results of its review. No key or other findings were identified.

The Committee considered the AQR report and results of the surveys.

The Group has complied with the requirements of the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014, which relates to the frequency and governance of tenders for the appointment of the external Auditor and the setting of a policy on the provision of non-audit services.

The Committee has also followed the FRC's Audit Committee Minimum Standard (Minimum Standard) through undertaking its role and discharging its responsibilities as illustrated in this Audit Committee Report. The Committee also notes the requirement to put the external audit to tender every 10 years and the requirements around the tender and selection process, including the participation of 'challenger' firms, as set out in the Minimum Standard.

Audit Committee Report continued

Significant matters in the 2025 Financial Statements		
Area for focus	Issue/role of the Committee	Conclusions/actions taken
Accounting for IHG One Rewards	Accounting for IHG One Rewards requires significant use of estimation techniques and represents a material deferred revenue balance. The Committee reviews the controls, judgements and estimates related to accounting for IHG One Rewards.	The Committee reviewed the deferred revenue balance, the valuation approach, the results of the external actuarial review and procedures completed to determine the breakage assumption for outstanding IHG One Rewards points. The Committee concluded that the deferred revenue balance is appropriately stated.
Accounting for the System Fund	Given the unique nature of the System Fund, the Committee reviews the controls and processes related to System Fund accounting.	The Committee met with senior finance management to review and evaluate the risk areas associated with the System Fund. The Committee reviewed a paper from management summarising the principles determining the allocation of revenues and expenses to the System Fund and the related governance and internal control environment. The Committee concluded that the accounting treatment of the System Fund and related disclosures are appropriate.
Exceptional items	The Group exercises judgement in presenting exceptional items. The Committee reviews and challenges the classification of items as exceptional based on their size, nature or incidence, with consideration given to consistency of treatment with prior years and between gains and losses.	The Committee discussed with management and reviewed reports outlining the significance, timing and nature of items classified as exceptional. The Committee considered the sufficiency of disclosure and whether such disclosure explained the rationale for why each item is considered to be exceptional. The Committee concluded that the disclosures and the treatment of the items shown as exceptional are appropriate.
Litigation and contingencies	From time to time, the Group is subject to legal proceedings, the ultimate outcome of each being subject to many uncertainties. The Committee reviews and evaluates the need for provisioning and considers the adequacy of the disclosure.	At each meeting during the year, the Committee discussed reports detailing all material litigation matters including commercial disputes with the Group's General Counsel and senior finance management. The Committee discussed and agreed any provisioning requirements based on underlying factors. Disclosures were assessed, with particular emphasis on the completeness of uncertainties disclosed, and were concluded to be appropriate.
Acquisition of the Ruby brand	In February 2025, the Group completed the acquisition of the Ruby brand. Judgement was applied in determining the cost of the brand as the purchase consideration included an upfront payment as well as future contingent payments.	The Committee discussed with management and reviewed reports detailing the accounting treatment for the acquisition of the Ruby brand. The Committee concluded that the amounts recognised in respect of the indefinite life intangible asset (brand) and contingent purchase consideration liability were appropriate.
Impairment testing	Judgement is applied in assessing whether triggering events for impairment testing of assets or cash-generating units have occurred. The Committee scrutinises the methodologies applied and the potential for asset impairment or impairment reversal.	The Committee discussed with management and reviewed reports outlining the approach taken and conclusions reached on impairment testing, including examining whether triggering events for impairment, or reversal, had occurred. The Committee agreed with the determinations reached on impairment.

Significant matters in the 2025 Financial Statements

Area for focus	Issue/role of the Committee	Conclusions/actions taken
Going concern and viability	The Committee reviews management's financial modelling to conclude on the appropriateness of the going concern and viability statement.	The Committee reviewed and challenged the scenarios considered by management, including how they incorporated the impact of the new syndicated revolving credit facility, which no longer contains financial covenants. The Committee reviewed the detailed cash flow forecasts and the mitigating actions available to management considered in its going concern assessment, to June 2027 and the three-year viability assessment and concluded that these were appropriate. The Committee also reviewed and challenged the reverse stress test assumptions to confirm the viability of the Group. The Committee reviewed going concern disclosures (page 183) and the viability statement (pages 113 and 114) and is satisfied that these are appropriate.
Climate risk	In preparing the Group Financial Statements, the potential impacts of climate change have been considered.	The Committee reviewed an analysis from management summarising the approach taken to consider climate risk in the Group Financial Statements and concluded that the disclosures were appropriate. The Committee agreed that the disclosures made in respect of the TCFD were appropriate. The Committee satisfied itself that the approach across the Annual Report has been proportionate and consistent.
Disclosures and accounting policies	The Committee considers the appropriateness of the accounting policies applied and the disclosures in the Group Financial Statements.	The Committee reviewed reports detailing the policies applied to significant transactions and changes in policies and disclosures compared to previous years. The Committee concluded that the accounting policies applied and disclosures to the Group Financial Statements are appropriate and proportional.
Impact of IFRS 18	IFRS 18 'Presentation and Disclosure in Financial Statements' will be adopted from 1 January 2027. In advance of major new accounting standards, the Committee assesses management's plan for adoption.	The Committee reviewed reports outlining management's initial impact assessment and discussed the key impacts and wider plan for adoption of the new standard in 2027. The Committee reviewed the disclosure under 'new standards issued but not yet effective' and was satisfied that it was appropriate.

Responsible Business Committee Report



“The Committee remains focused on ensuring that IHG’s responsible business priorities are clearly defined and articulated to stakeholders.”

Graham Allan

Chair of the Responsible Business Committee

Highlights

- Continued oversight of the Group’s strategy, workstreams and progress in respect of its Journey to Tomorrow pillars.
- Coordinating with the Remuneration Committee in connection with the assessment of responsible business-related elements of the LTIP.
- Consideration of key themes of feedback received from the Group’s workforce through the Voice of the Employee engagement programme.

Key duties and role of the Committee

Key objectives and summary of responsibilities

The Committee reviews and advises the Board on the Group’s responsible business objectives and strategy, including its impact on the environment and climate change; social, community and human rights issues; its approach to sustainable development and responsible procurement; and stakeholder engagement in relation to the Group’s approach to responsible business. The Committee is also responsible for assessing the Board’s engagement with the workforce and reviewing the Group’s culture and inclusivity.

The Committee’s role, responsibilities and authority delegated to it by the Board are set out in its Terms of Reference (ToR), which are reviewed annually and approved by the Board.

+ The ToR are available at ihgplc.com/investors under Corporate governance.

Membership and attendance at meetings

The Committee’s membership and attendance at meetings are set out on page 117. The Chair of the Board, CEO, General Counsel and Company Secretary, Executive Vice President, Global Corporate Affairs, Chief Sustainability Officer and Deputy Company Secretary also attended meetings held during the year.

Reporting to the Board

The Committee Chair updates the Board on all key issues raised at Committee meetings. Papers and minutes for each meeting are also circulated to all Board members, who are invited to request further information where necessary.

Effectiveness of the Committee

In 2025, the Committee’s effectiveness was reviewed as part of the internal Board performance review process. The Committee concluded that it remains effective and meets its responsibilities well. Focus areas identified included continued scrutiny of the development of the Group’s overall responsible business strategy.

Focus areas and activities

Responsible business commitments

The Committee’s key responsibilities and focus areas over the year have been:

- assessing the 2025 strategic priorities that support the Group’s 2030 responsible business commitments and monitoring the progress against them;
- reviewing the status of the Group’s initiatives to reduce carbon emissions, for example through the progress of the Low Carbon Pioneers hotel programme, and consideration of the broader approach to energy and carbon reporting;
- overseeing the Group’s responsible procurement strategy, with a particular focus on the evolution of the supplier due diligence programme to incorporate third-party verified due diligence for high-risk suppliers and approval of a refreshed Supplier Code of Conduct;
- assessing the Group’s IHG Academy programme to provide people with access to, and training for, careers in hospitality, including consideration of participation rates, growth aspirations and the impact of technology on the offering;

- reviewing the Group’s human rights programme, including the launch of self-assessment tools to aid responsible labour practices and mandatory global training to support the prevention of human trafficking; and
- monitoring the progress of the Group’s initiatives to improve the lives of people in its communities around the world, in particular through the progress of its strategic collaboration with Action Against Hunger.

+ Further information on our 10-year responsible business plan can be found on pages 54 to 84.

Looking forward

During 2026, the Committee will focus on the evolution of the Group’s responsible business commitments.

Voice of the Employee

As IHG’s designated Non-Executive Director (NED) with responsibility for workforce engagement (Voice of the Employee), Duriya Farooqui, supported by the Board and the Group’s Global HR team, held a series of employee interface sessions throughout the year to engage directly with members of IHG’s corporate and hotel workforces, with the aim of sharing feedback with the Board for consideration in its decision-making.

Role and responsibilities

The role and responsibilities of the designated Voice of the Employee NED are to:

- support the design of the structure and content of Board discussions on employee engagement and culture;
- evaluate employee engagement approaches and their effectiveness;
- ensure that employee feedback and interests are factored into the Board’s decisions and KPI setting;
- ensure that the Board, through the Executive Committee, has effective methods of receiving feedback from employees and communicating Board and executive decisions and priorities throughout the organisation;
- ensure that all significant business and budget proposals include a management assessment of the impact on employees; and
- ensure that executives share employee feedback openly, transparently and in a balanced way, including reviewing employee engagement surveys and other employee reports, including whistleblowing.

2025 engagement

Throughout 2025, Duriya, with the participation of several other NEDs, hosted eight employee interface meetings to engage with a cross-section of employees, and received detailed feedback. These feedback sessions, which were a mix of in-person and virtual meetings/forums, included leader groups within the hotel, reservations and corporate populations as well as employee resource groups (ERG) representatives, and took place across the UK, US, India, China and various EMEAA countries.

Discussion topics and themes in relation to the feedback received from employees included: workplace culture and the embedding of a high-performance culture; leader communications; strategy, prioritisation and collaboration; talent attraction; onboarding and retention; technology and career development.

Additional engagement and activities undertaken by Duriya, the Chair of the Board, and other NEDs during the year included:

- monitoring and reviewing the content and feedback from global ‘all employee’ CEO calls;
- reviewing employee engagement survey results;
- engaging with the Global HR Leadership team to receive broader cultural insights; and
- engaging directly with senior leaders at Board and Committee meetings and the Board strategy event.

Insights and learnings

Duriya provided regular feedback to the Responsible Business Committee and the Board throughout the year, with key Board discussions taking place around the insights as well as action planning arising from employee engagement survey results.

Plans for 2026

Duriya will remain as the Board member with responsibility for workforce engagement in 2026, assisted by additional NEDs.

A schedule of discussions and feedback sessions has been arranged for 2026 and will continue to encompass a wide group of employees and leaders from across all regions, including ERGs. The discussion topics will be tailored to specifically focus on those areas that support the strategy and the evolving culture. Additionally, the Board will continue to keep the functioning of the Voice of the Employee programme under review to ensure it meets best practice and complies with regulatory developments.

Nomination Committee Report



“The execution of considered succession planning helps the Board to meet long-term governance responsibilities.”

Deanna Oppenheimer

Chair of the Nomination Committee

Highlights

- Continued assessment of Board and Committee composition and succession plans.
- Continued development of Executive Committee succession planning.
- Oversaw the completion of the internal Board and Committee performance review.

Key duties and role of the Committee

Key objectives and summary of responsibilities

In line with UK corporate governance principles, the Committee reviews the composition of the Board and its Principal Committees, evaluating the balance of skills, experience, independence and knowledge before making appropriate recommendations to the Board as to any changes. It also ensures that plans are in place for orderly succession for both Directors and other senior executives, and is responsible for reviewing the Group’s senior leadership needs.

The Committee’s role, responsibilities and authority delegated to it by the Board, including processes in relation to appointments, are set out in its Terms of Reference (ToR), which are reviewed annually and approved by the Board. The ToR state that the Committee is responsible for considering and proposing potential candidates for appointment to the Board and maintaining oversight of Board and individual Director performance.

+ The ToR are available at [ihgplc.com/investors](https://www.ihgplc.com/investors) under Corporate governance.

The Committee’s key responsibilities and focus areas during the year have been:

- assessing the composition of the Board and the Principal Committees and succession planning, in accordance with the ToR and consistent with applicable policies;
- overseeing the internal performance review of the Board and its Principal Committees as well as the reviews of individual Non-Executive Directors; and
- monitoring the Executive Committee and senior leadership talent and succession planning.

Membership and attendance at meetings

The Committee’s membership and attendance at meetings are available on page 117. All members of the Committee are Non-Executive Directors. When the Committee considers matters relating to the Chair of the Board, the Senior Independent Non-Executive Director (SID) acts as Committee Chair.

Reporting to the Board

The Committee makes recommendations to the Board for all Board appointments. Minutes are circulated to and reviewed by Committee members, and the Committee Chair reports back to the Board on the activities of the Committee following each meeting.

Effectiveness of the Committee and internal performance review

During 2025, the Committee was reviewed as part of the internal Board performance review. Details of the performance review, including how it was conducted and the actions arising from the review, are set out on page 127. The review identified that the Committee continues to operate effectively and highlighted the sustained focus on Board composition and executive and senior talent succession.

Focus areas and activities

Board and Principal Committee composition and succession planning

The Committee regularly reviewed and considered Board refreshment and succession plans. To inform its assessment, the Committee continued to maintain and review throughout the year a Board refreshment and succession plan, which tracks the skills, competencies and experience of the Board members and provides an overview of the Board’s tenure, profile and Committee assignment considerations.

Following evaluation of the plan, the Committee determined that the Board would benefit from additional financial skills and experience. Accordingly, the Committee initiated a search for an additional Non-Executive Director to meet this profile.

Russell Reynolds was engaged in connection with the Non-Executive Director search. Russell Reynolds does not have any other connection with the Company or any individual Directors.

Russell Reynolds conducted initial reviews and assessments to identify suitable candidates for the role. Shortlisted candidates met with various members of the Board and management as relevant, with assessments being made on the appropriate competencies, functional experience, cultural characteristics and consideration of candidates' other commitments in line with the provisions of the UK Corporate Governance Code.

Following completion of an interview process and reference and background checks, the Committee recommended to the Board the appointment of Nicholas Cadbury as Non-Executive Director, which was approved by the Board with effect from 1 March 2026.

Executive Committee appointments

The Committee discussed and considered the changes to the Executive Committee during the year, including the promotion of Tejas Katre as Chief Human Resources Officer.

The Committee considered the search processes that had been followed to consider candidates for this position, including the assessment of external and internal candidates as relevant, and concluded it should recommend the appointment to the Board.

Internal performance review

The Committee oversaw the internal Board and Board Committee performance review. The Committee approved the development of questionnaires by Committee Chairs with the support of the Company Secretary, which focused on overall performance and effectiveness as well as matters specific to the Board and respective Committees, before being circulated to Board members.

The Committee also considered and endorsed the approach to individual Non-Executive Director performance review, with the Chair conducting individual Non-Executive Director reviews. The Senior Independent Non-Executive Director also led the review of the Chair.

Further information on the Board and Committee internal performance review process as well as the individual Non-Executive Director reviews can be found on page 127.

Executive Committee talent and succession

Throughout the year, the Committee also received updates on talent and succession planning at Executive Committee and senior leadership levels, noting in particular progress in relation to building depth of internal talent and embedding a performance culture (further details of which are included on pages 64 and 145).

In compliance with UK reporting requirements, information on the balance and profile of the Board and the Executive Committee is included on page 121 and on page 65 for the Group's employees.

The Group's Global Inclusion Policy reflects the global nature of our business and our desire to create a culture of inclusion across all of the countries we operate in. The policy applies across the Group and, when assessing and considering succession planning at Board and Executive Committee levels, the Committee takes the policy into account in accordance with UK governance requirements. The policy further aligns to the Group's responsible business commitments, and a description of progress against these commitments is included on pages 54 to 84.

Looking forward

In 2026, the Committee will continue to ensure that we have appropriate plans in place for orderly succession of appointments to the Board and to senior management, so that we attract top talent that reflects the owners, guests and communities with whom we do business.

Directors' Remuneration Report



"I thank investors for their feedback, continued support of our remuneration policy and their confidence in management to continue to deliver sustained growth."

Angie Risley

Chair of the Remuneration Committee

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A snapshot of remuneration earned for 2025 and alignment of pay with strategy.

2025 Review of Directors' Remuneration Policy

Pages 142 to 144

Details of the shareholder consultation process, a summary of the key elements of the resulting Directors' Remuneration Policy and implementation for 2026.

Remuneration at IHG – the wider context

Pages 145 to 147

How we align elements of remuneration across the business and in-year developments to how we reward our colleagues.

Annual Report on Remuneration

Pages 148 to 161

Details on the individual elements of remuneration for 2025 and other remuneration disclosures relating to the year.

On behalf of the Board, I am delighted to present the Directors' Remuneration Report for the year ended 31 December 2025. In this report, I set out how we have worked with our stakeholders to develop and implement a revised approach to remuneration for Executive Directors and the investor engagement we had following the 2025 AGM vote, as well as detailing performance and associated remuneration outcomes for the year.

2025 business performance context

Continued to be driven by our ambitious growth algorithm, business performance was strong across all KPIs during the year. We grew Global RevPAR by 1.5% and NSSG was 4.7%^a, operating profit from reportable segments^b increased by \$141m to \$1,265m, and adjusted free cash flow^b increased by \$238m to \$893m.

We have again seen substantial generation of shareholder value, including a total proposed dividend for the year of 184.5¢ and the completion of a \$900m share buyback programme for 2025.

Overview of 2025 remuneration outcomes

The incentive plan outcomes for 2025 reflect sustained strong business performance over the short and long term:

- The achievement on Annual Performance Plan (APP) metrics resulted in awards for Executive Directors of 56.5% of maximum. While there were headwinds to trading linked to macro-economic uncertainties which impacted our ability to reach a stretching operating profit target, excellent performance for openings and room signings resulted in an overall outcome above target.
- The 2023–25 Long-Term Incentive Plan (LTIP) award will vest at 82.7% of maximum, driven by upper quartile relative Total Shareholder Return (TSR), exceptional performance against ambitious EPS and cash flow targets, and between threshold and maximum performance for relative NSSG and planet measures.

- The Remuneration Committee (Committee) reviewed the formulaic performance outcomes in line with our framework for assessing discretion. In line with previous precedents, the operating profit outcome under the APP and cash flow outcome under the LTIP were adjusted to exclude the integration costs of the Ruby business as an exceptional unforeseen cost. Without this adjustment, the total APP outcome would have been approximately 1% lower as a proportion of target. There is no impact on the LTIP vesting. For more information see page 149.

In alignment with the evolution of our Journey to Tomorrow plan and people principles, during 2025 the Committee applied discretion to remove a portion of the 2023–25 LTIP award subject to gender and ethnicity representation targets (10% weighting). No replacement was made for the portion removed, and this element of the LTIP will therefore not vest. The Committee also adjusted the people targets for the 2024–26 LTIP award. Further details are provided on pages 149 and 150.

The overall higher remuneration for 2025 demonstrates the alignment between pay and performance and reflects the above target incentive outcomes, the revised bonus award levels under the Directors' Remuneration Policy (Policy) and substantial share price appreciation in the last three years.

Review of remuneration

We undertook a significant review of remuneration arrangements for the Executive Directors and other Executive Committee roles during the year, culminating in the formation of a revised Policy, which was put forward for shareholder approval at the 2025 AGM.

The Policy review was driven by the identification of a number of key challenges faced by the business, including risks to our senior talent and succession pipeline, competitiveness and structural differences against our global talent peers, and internal incentive provision consistency and pay compression issues.

a. Net system size growth of 4.7% after adjusting for the impact of removing 7,092 rooms previously affiliated with The Venetian Resort Las Vegas in January 2025. Net system size growth of 4.0% on a reported basis.

b. Definitions for Non-GAAP revenue and operating profit measures can be found on pages 107 to 112. Reconciliations of these measures to the most directly comparable line items within the Group Financial Statements can be found on pages 250 to 256.

The Policy was based on a set of clear principles and a rationale for change including our increasingly global and US-centric business and observed evidence from analysis of talent flows and benchmarking against relevant global peers.

Further details on the background, rationale for change, and the Policy itself are fully described on pages 159 to 175 of our 2024 Annual Report and Form 20-F.

We engaged in a comprehensive shareholder consultation exercise ahead of the 2025 AGM involving almost 60% of our register and the major proxy agencies, with several rounds of discussions taking place in a two-way dialogue. We listened to feedback and responded by actively refining the original proposals, including a downwards adjustment to RSU award levels with performance-based awards comprising the vast majority of the long-term incentive opportunity, at 84% for the CEO. Full details of the consultation process, including the dates of shareholder engagement, information shared and the outcomes of this exercise, are provided on page 142 of this report.

Based on the feedback provided prior to and following the AGM, the areas of concern varied by shareholder, but the main challenges raised were in relation to elements of the global peer group and the scale and/or structure of the proposed changes to remuneration. The same concerns influenced the vote on the Directors' Remuneration Report itself, which also received substantial support (of almost 80% of shareholders). The Committee stands by the appropriateness of the global peer group and the scale and structure of the remuneration proposed, given the nature of IHG's business, and the need for remuneration arrangements suitable to recruit, motivate and retain appropriate leadership for a large, high growth and global business. A clear majority of our largest shareholders agree, as demonstrated by a vote of almost 70% in favour of the Policy.

In light of this strong overall shareholder support, the ultimate voting being in line with expectations in the context of the shareholder proxy body recommendations, the Committee concluded that it was appropriate to proceed with the implementation of the Policy, as outlined in the 2024 Directors' Remuneration Report.

Following the AGM, we contacted shareholders to invite further feedback and discussion to understand reasons for the 30% of shareholders who voted against the Policy and 21% who voted against the 2024 Directors' Remuneration Report. We also had two-way discussions with all major representative proxy agencies. While no new insights arose from our post-AGM engagement with stakeholders, there were requests for further clarity on the processes which we have sought to address in this report.

Wider workforce remuneration and employee engagement

In 2025, the average budget for salary increases was 3% for our UK and US corporate workforce. The overall average budget for 2026 increases for this population will be 2%.

For the UK leased hotel estate, in agreement with the owner, budgeted 2025 salary increases ranged from 2% to 9% and for 2026 range from 2% to 8% (excluding limited exceptions above this), with higher increases applicable for frontline employees.

During 2025, we introduced new performance management and reward structures to drive a high-performance culture and achieve closer alignment of pay with individual performance. Further details are provided on page 145 of this report.

Additional funding was again made available to the budgeted amount of our 2025 Annual Performance Plan to increase bonus amounts for our strongest performers.

We reviewed our colleague travel benefit programme during 2025 and launched a refreshed offering in December. For corporate colleagues, we continued to provide three additional days of leave during 2025.

We were pleased to see our overall employee engagement scores remain resilient at 87%, which once again saw IHG ranked in the top quartile of Mercer's most engaged employers. IHG was named in the Fortune 100 Best Companies to Work For 2025.

I have had the opportunity to participate in UK and US employee engagement and listening sessions during 2025, and would like to thank all colleagues involved in these sessions for their time and feedback.

Remuneration for 2026

Executive Directors' salaries will increase by 2% with effect from 1 April 2026, aligned with increases for the UK and US corporate workforce.

The APP measures for 2026 will be operating profit from reportable segments (70%), room signings (15%) and Net System Size Growth (NSSG; 15%). NSSG will replace the existing openings measure, ensuring that senior management are focused not only on new rooms, but also the rooms that leave the system, so that there is continued motivation to grow our overall system size. While NSSG is also used in the LTIP, the target for the APP is absolute and drives growth against our business targets within the year, whereas the LTIP target provides a relative, long-term measurement against our closest peers. The Committee therefore believes that having NSSG targets of this nature in the APP and the LTIP going forward will incentivise both short-term and long-term performance on an absolute and relative basis.

Measures for the 2026–28 LTIP cycle will again be relative Total Shareholder Return (20%); relative NSSG (25%); cash flow (20%); adjusted earnings per share (EPS) (25%); and carbon and people metrics (10%).

About this report

I have continued to set out the remuneration decisions and outcomes fully and transparently and trust that this report provides shareholders with clarity on the alignment of performance and reward for Executive Directors.

This Directors' Remuneration Report will be put to an advisory vote at the May 2026 AGM.

Thank you for your continued engagement and support.

Angie Risley

Chair of the Remuneration Committee
16 February 2026

Directors' Remuneration Report continued

Remuneration at a glance

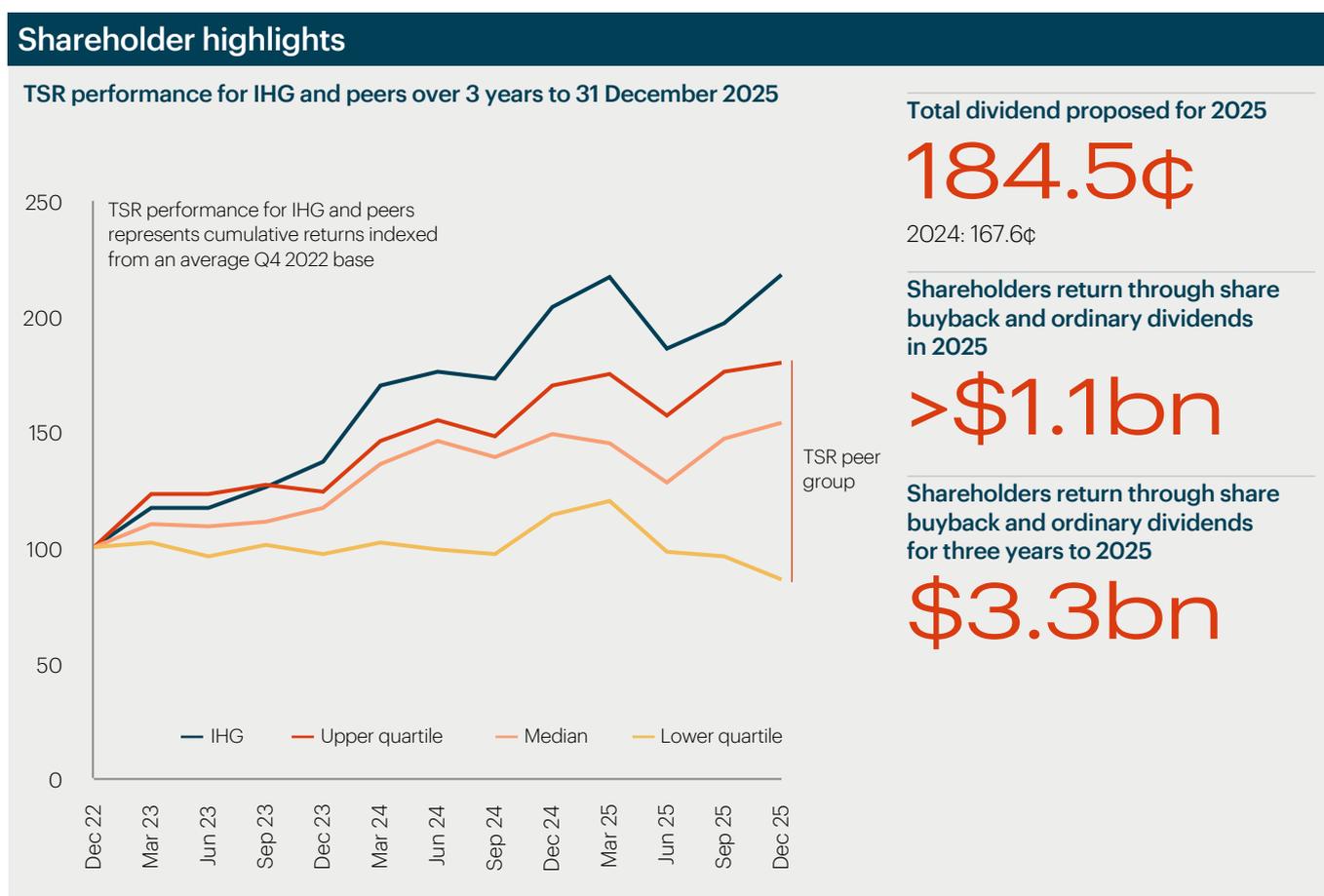
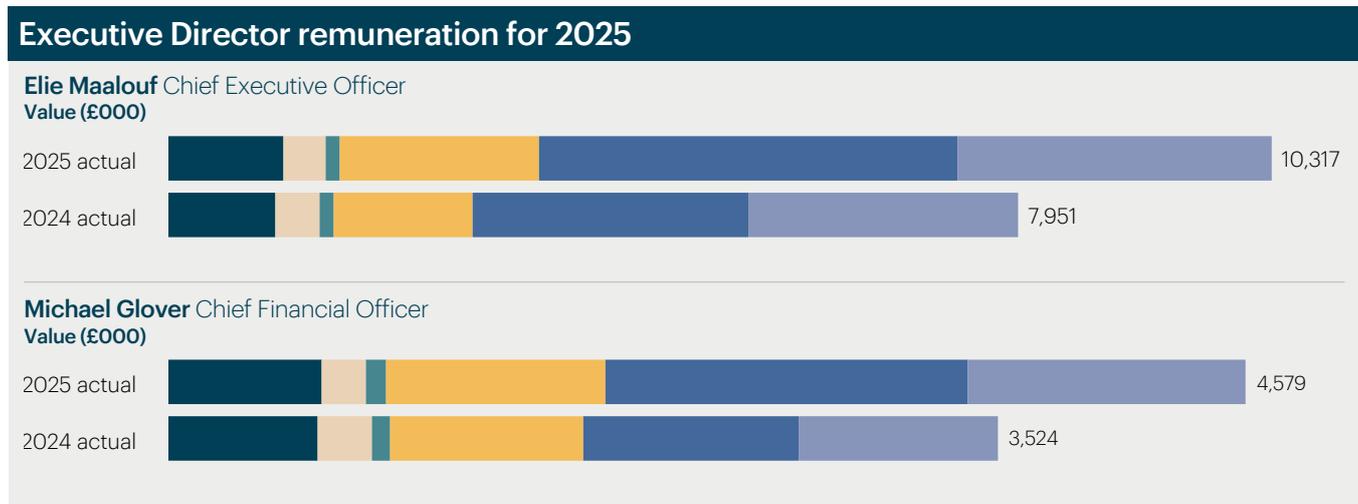
Key

Within the Directors' Remuneration Report, we have used colour coding to denote different elements of remuneration as follows:

- **Salary**
- **Benefits**
- **Pension benefit**
- **Annual Performance Plan (APP)**
(up to 70% paid in cash with a minimum of 30% deferred into shares)
- **Long Term Incentive Plan (LTIP) – before share price appreciation**
- **Share price appreciation**

Audited information

Content contained within a tinted panel highlighted with an 'Audited' tab indicates that all the information within the panel is audited.

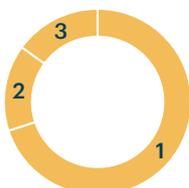


How we performed in 2025

APP

56.5%

2025 APP achievement (% of maximum)



- 1 Operating profit from reportable segments: 70%
 - 2 Room signings: 15%
 - 3 Room openings: 15%
- Overall achievement between target and maximum.
– Very strong openings and signings performance towards the maximum.

Operating profit from reportable segments^a (\$m)

Actual 1,255 ^b (39.8% of maximum)		
Threshold	Target	Maximum
1,202	1,292	1,382

Room signings (k rooms)

Actual 102.1 (96.0% of maximum)		
Threshold	Target	Maximum
84.1	93.5	102.8

Room openings (k rooms)

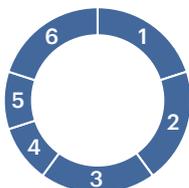
Actual 65.1 (94.5% of maximum)		
Threshold	Target	Maximum
53.8	59.8	65.7

a. Definitions for Non-GAAP revenue and operating profit measures can be found on pages 107 to 112. Reconciliations of these measures to the most directly comparable line items within the Group Financial Statements can be found on pages 251 to 256.
b. See page 149 for reconciliation to reported figures.

LTIP

82.7%

2023-25 LTIP achievement (% of maximum)



- 1 Relative Total Shareholder Return: 20%
 - 2 Net system size growth: 20%
 - 3 Absolute cash flow: 20%
 - 4 Planet: 10%
 - 5 People: 10% (subsequently removed)
 - 6 Adjusted earnings per share: 20%
- Overall achievement between threshold and maximum.
– Exceptional cash flow, EPS and relative TSR performance above maximum targets set.
– Strong relative NSSG and planet performance above target.

Relative Total Shareholder Return (%)

Actual 118.0% (100% of maximum)		
Threshold 53.9%	Maximum 79.9%	

Relative net system size growth (%)

Actual 4.7% (75.2% of maximum)		
Threshold 2.7%	Maximum 5.6%	

Absolute cash flow (\$bn)

Actual 3.42 (100% of maximum)		
Threshold 1.67	Maximum 2.57	

Adjusted earnings per share (%)

Actual 21% (100% of maximum)		
Threshold 5%	Maximum 12%	

Introduction of ECMs (%)

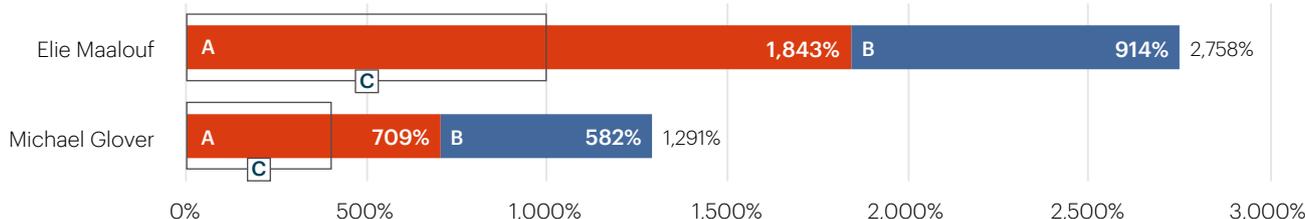
Actual 78.6% of maximum		
Threshold	Maximum	

Adoption of five existing ECMs (of hotels)

Actual 93.8% (75.2% of maximum)		
Threshold 80%	Maximum 100%	

People: Measure removed: 0% of 10% earned.

Executive Director shareholdings



- A** Shares held outright and unvested shares not subject to performance conditions on net basis as % salary
- B** LTIP and RSU shares held on net basis as % of salary
- C** Guideline shareholding as % of salary

Directors' Remuneration Report continued

2025 Review of Directors' Remuneration Policy

Development of revised remuneration Policy

A wholesale review of the remuneration Policy for Executive Directors was carried out in the period leading up to the 2025 AGM, with almost 70% of our shareholder register ultimately voting in favour. This review was a lengthy process led by the Committee with the full support of the Board. The table below summarises the key stages in the development and implementation of the Policy, including the extensive and robust consultation with shareholders and their representative proxy agencies both ahead of and following the AGM.

Timing	Activity undertaken	Outcomes
Mid 2024 – October 2024	Formulation of proposals <ul style="list-style-type: none"> Developed revised Policy proposals based on principles, business and performance context and review of global market for talent. Internal approval by the Committee including consultation with the Board. 	<ul style="list-style-type: none"> Articulation of a data-driven Policy that is market-aligned and addressed the key risks identified.
November – December 2024	Initial consultation <ul style="list-style-type: none"> IHG wrote to and discussed the proposed Policy with over 50% of our shareholder register. Initial discussions held with major proxy agencies. 	<ul style="list-style-type: none"> While many shareholders were supportive of the proposals, we made several modifications in response to a wide range of feedback received from investors and proxy advisers, including amending the balance between performance share and restricted share elements of long-term incentive, strengthening the restricted share underpin and increasing the shareholding requirements.
December 2024 – February 2025	Further consultation <ul style="list-style-type: none"> Consulted with major investors on revised proposals, in aggregate reaching nearly 60% of IHG's equity. 	<ul style="list-style-type: none"> Further amendments made to proposals to respond to feedback, including reduction in the quantum of restricted share awards. Formation and publication of final Policy.
April 2025	Publication of proxy reports <ul style="list-style-type: none"> IHG reviewed draft reports to ensure accuracy of content and areas of challenge. Major proxy agencies released reports setting out recommendations and areas for shareholders to consider. Letter sent to subscribers of proxy reports to add clarity on issues raised and further explain rationale for change. 	<ul style="list-style-type: none"> The proxy agencies provide a service in reaching a larger number of our investor base than we are able to. While a substantial portion of our register who subscribe to the proxy reports ultimately followed recommendations to vote against the remuneration resolutions, those we engaged with directly after the proxy recommendations understood the rationale and the majority voted in favour.
May 2025	AGM <ul style="list-style-type: none"> Shareholders voted on Policy and issue statement in relation to voting outcomes. 	<ul style="list-style-type: none"> Policy supported by almost 70% of the register, including all of our top 10 shareholders. Policy becomes effective after receiving majority support.
May – August 2025	Post-AGM consultation <ul style="list-style-type: none"> IHG contacted shareholders to invite further feedback and discussion to understand reasons for the 30% of shareholders who voted against the Policy and 21% who voted against the 2024 Directors' Remuneration Report. Further feedback received from some investors. Two-way discussions held with all major representative proxy agencies. 	<ul style="list-style-type: none"> Further confirmation of voting rationale received, with no substantive new information arising. While reasons for the votes received against the Policy varied by shareholder, the main areas raised were in relation to elements of the global peer group and the scale and/or structure of remuneration proposed. The same reasons were given for the votes against the Policy and 2024 Directors' Remuneration Report. Engagement with proxy bodies informed approach to six-month update statement and continued high level of transparency in ongoing remuneration reporting.
August 2025	Review and completion <ul style="list-style-type: none"> Publication of post-AGM six-month update statement. 	<ul style="list-style-type: none"> Transparent communication to stakeholders on the actions taken post AGM, including implementation of the Policy in 2025. Completion of the consultation process, paving the way for ongoing open communication with shareholders and their proxy advisory bodies.

Alignment with Investment Association (IA) priorities

The table below describes how our approach to the Policy review aligns with the relevant priorities set out in the IA's letter sent to remuneration committee chairs in November 2025:

Priority	How we reflected in our Policy review
Company-specific rationale	<ul style="list-style-type: none"> We identified and evidenced specific IHG challenges, including key risks to our talent and succession pipeline, competitiveness challenges vs the US market, and structural differences arising from UK PLC requirements relative to the US. We set out the business context for the review, including an increasingly global footprint with significant US focus and strong long-term performance.
Benchmarking and peer group	<ul style="list-style-type: none"> The peer group used reflects IHG's global talent flow to/from hotel and wider industry peer companies. Filters were applied to ensure the relevance of the group, including identifiable talent flows to/from IHG, sector/strategic business relevance, consumer focus and Atlanta presence. Companies were filtered out where they were substantially larger than IHG, resulting in a group within which IHG was positioned at the median by market capitalisation. While the benchmarking data was used to inform an initial proposal for consultation based on median positioning, the final proposal was adjusted through engagement to reflect feedback received.
Hybrid plans	<ul style="list-style-type: none"> Our review against the global peer group highlighted that IHG was an outlier in operating a single performance share plan, and that RSU plans were in global widespread use, including below Executive Director level in IHG. We were cognisant that RSU plans and hybrid plans in particular were relatively rare in a UK FTSE context, and therefore consulted early and fully with shareholders, in several rounds of consultation. The most significant change made to our initial proposals was a downwards adjustment to RSU award levels with performance-based awards comprising the vast majority of the long-term incentive opportunity, at 84% for the CEO.
Bonus deferral and shareholding requirements	<ul style="list-style-type: none"> In line with IA guidance, Executive Directors continue to be required to defer 30% of bonus earned even where the shareholding requirements have been met, with deferred bonus being subject to malus and clawback. A significant change for 2025 was an increase in shareholding requirement, for example from 500% to 1,000% of salary for the CEO, further aligning Executive Director interests with those of shareholders.

Summary of Policy implementation for 2026

Element	CEO	CFO	Operation for 2026
Salary (% increase for 2026)	£1,122,000 (2.0%)	£677,600 (2.0%)	<ul style="list-style-type: none"> Salary increases aligned with those for wider corporate workforce in 2026.
Annual Performance Plan (APP) maximum (% of salary)	300%	250%	<ul style="list-style-type: none"> Subject to financial and non-financial performance conditions in 2026 (see below). At least 30% of bonus earned will be deferred into shares for three years if the minimum shareholding requirement has been met, with at least 50% being deferred otherwise.
– APP target (% of salary)	150%	125%	
LTIP maximum award (% of salary)	800%	500%	<ul style="list-style-type: none"> Subject to financial and non-financial performance conditions over a three-year period (see following page). Two-year post-vesting holding period.
– LTIP target award (% of salary)	400%	250%	
Restricted Stock Unit (RSU) award (% of salary)	150%	100%	<ul style="list-style-type: none"> Three year vesting period and two year post-vesting holding period. Subject to underpin.
Pension cash allowance (% of salary)	12%	12%	<ul style="list-style-type: none"> Aligned with other participants in the UK pension plan.
Minimum shareholding requirement (% of salary)	1,000%	400%	<ul style="list-style-type: none"> To be met over five years from 2025 AGM (or appointment if later) as agreed with the Chair of the Board. The full minimum shareholding requirement continues to remain in force for two years following cessation as an Executive Director.

Directors' Remuneration Report continued
2025 Review of Directors' Remuneration Policy continued

Aligning variable elements of remuneration to strategy in 2026

What we do

Provide True Hospitality for Good

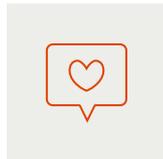
Why we do it

To be the hotel company of choice for guests and owners

How we make it happen



Relentless focus on growth



Brands guests and owners love



Leading commercial engine



Care for our people, communities and planet

Element	Measures and weightings	Link to strategy	Explanation
Annual Performance Plan (APP)	Operating profit from reportable segments (70%)		<ul style="list-style-type: none"> - The strength and breadth of our portfolio, tailored services and solutions, as well as our technology and platforms drive consumer preference, owner returns and rooms growth; all contributing to our revenues and profit. - Signings and NSSG are central to our strategy of accelerating the growth of our brands in high-value markets. NSSG has replaced room openings for 2026 to align with our focus on overall growth in system size. - The underlying performance of the business will be reviewed in considering the potential application of discretion to formulaic outcomes of the APP measures.
	Room signings (15%)		
	Absolute Net System Size Growth (NSSG) (15%)		
Long Term Incentive Plan (LTIP)	Relative Total Shareholder Return (20%)		<ul style="list-style-type: none"> - Our strategy is intended to deliver unmatched guest experiences and unrivalled owner returns for our stakeholders, including competitive total shareholder returns. - Our strategy is to accelerate the growth of our brands in high-value markets by using our global scale and expertise so it is important that this forms a key element of our management team's LTIP. - Enhancing our customer and owner offer and accelerating the growth of our brands in high-value markets drives sustained growth in cash flows and profits over the long term, which can be reinvested in our business and returned to shareholders. - Measures aligned to our people and planet business priorities are included in our LTIP targets. - EPS provides a measure of the efficiency of the capital structure, as well as promoting further alignment with shareholder experience and value.
	Relative NSSG (25%)		
	Absolute cash flow (20%)		
	Carbon and people (10%)		
	Adjusted earnings per share (25%)		
Restricted Stock Unit (RSU)	Underpin		<ul style="list-style-type: none"> - The underpin measures all aspects of delivery of our strategy.

Remuneration at IHG – the wider context

Developing high-performance culture and link to reward

At the beginning of 2025 we launched ‘High Performance Culture’ for our corporate and reservations colleagues globally. Designed to enable the organisation to deliver our strategy through adopting a continuous improvement mindset, we have shifted to an always-on approach to performance that provides clarity to colleagues and alignment to Regional and Functional plans. Consequently, this strengthens our existing pay-for-performance approach.

Key changes include:

- Removing performance ratings for all colleagues and replacing with one definition of high performance.
- Creating a stronger alignment between performance and reward.
- Upweighting our focus on goals and the work that matters the most.
- Embedding our Growth Behaviours as the ‘how’ we achieve high performance.
- Building the capability of all people leaders and articulating clear expectations for high performance.
- Talking about performance continuously through Elevate 1-1 conversations.
- Introducing an ‘IHG’ approach to feedback.



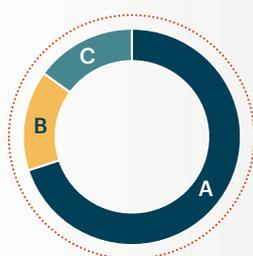
APP

As part of the shift in culture, we launched a change to the APP arrangements for Bands 3-8, so that from 2025, the funding for the APP is determined by business performance. A colleague’s individual performance is then overlaid to the whole APP, with people leaders being able to award anything from zero to double the target APP.

Company performance

This determines the total APP pool available to distribute across the Company.

Company performance is assessed against three measures below.

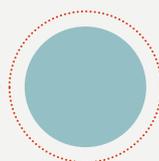


- A** EBIT 70%
- B** Signings 15%
- C** Openings 15%

Total APP pool

This is determined by Company performance.

The total APP pool represents the total funds available to individuals.



Individual performance

This determines how much individuals will receive.

Against our high-performance definition, the actual APP award will be between zero and double (0%–200%) of each target APP award.

Individuals’ performance



Individuals’ award



Share plans

For those who are eligible for shares as part of their reward package, in the form of RSUs, performance now impacts how many shares someone receives. People leaders are able to award anything from zero to double the target RSU award.

Share ownership continues to provide the opportunity to benefit from the Company’s growth and success in the future, and individual performance is a vital part of that success. The Colleague Share Plan remains as a way for our broader colleague base to share in that success.

Long-Term Incentive Awards are granted to those at the most senior levels, with the level of vesting being based on Company performance metrics aligned with those for Executive Directors.

Directors' Remuneration Report continued

Remuneration at IHG – the wider context continued

How our reward practices are aligned across all levels of the organisation

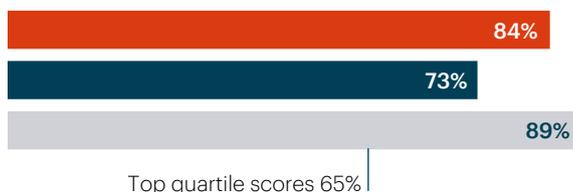
Our approach to fairness in reward is an important aspect of our overall reward philosophy and is designed to attract, retain, motivate and engage talent at all levels of the business. It is supported by a robust governance approach that ensures our reward and recognition practices are fair and consistent across our employee population, as well as an alignment between the wider direct workforce and executive remuneration. We regularly review our approach externally, ensuring we are competitive in the different markets in which we operate and meet the needs of employees by offering market-driven reward packages.

Element	Executive Directors	Senior management	All employees	Details
Fixed				
Salary	●	●	●	<ul style="list-style-type: none"> Managers put at the heart of the salary review process, allowing them to use discretion. Managers reminded of importance of making fair reward decisions consistent with our Code of Conduct to ensure employees are fairly rewarded according to their contribution, skills and experience.
Benefits	●	●	●	<ul style="list-style-type: none"> Corporate colleagues allocated IHG One Rewards Gold Elite Status. In 2025 we focused on benefits which drive attraction and retention of talent. We proudly launched our IHG One Pass exclusive colleague travel benefits which strengthens our employee room rate offering, a key milestone for colleagues and their families. Review of healthcare across the UK corporate population and renewal with Bupa as new provider. All UK corporate colleagues are covered for life insurance, income protection and critical illness. We offer US colleagues a streamlined selection of health and welfare plan designs and providers. We provide both financial and protection benefits to our colleagues through a life and accidental death and dismemberment insurance coverage.
Pension	●	●	●	<ul style="list-style-type: none"> UK and US pension benefits competitive against the market. Contribution rate for UK corporate, and eligible UK hotel employees, is aligned with 2:1 matching ratio up to 6% of salary from employees and 12% from IHG. Salary sacrifice available and life cover of 4x base salary for UK pension plan participants.
Variable				
APP	●	●	●	<ul style="list-style-type: none"> Corporate performance metrics are aligned across corporate colleagues, Executive Directors and Executive Committee (EC). Bonus deferral for three years in operation for senior management. Weightings of metrics for all corporate colleagues below EC level are aligned and higher awards can be earned through an employee's individual performance and contribution to the Company. Additional funding was made available on top of the budgeted amount of our 2025 Annual Performance Plan to increase bonus amounts for our strongest performers.
LTIP	●	●		<ul style="list-style-type: none"> Certain senior/mid-management and specialist roles are eligible to participate in the Long Term Incentive Plan, under which performance-based awards vest after three years.
RSU	●	●		<ul style="list-style-type: none"> Executive Directors, certain senior/mid-management and specialist roles are eligible to receive an RSU award, which vests after three years. 675 colleagues were in receipt of an RSU award for the 2025–27 cycle. At certain job levels, we run an annual nomination process whereby 30% of the population can be nominated to receive an RSU award based on their performance. RSU awards are not subject to performance conditions, with the exception of an underpin for Executive Directors, but still align employee interests with those of shareholders.
Long Service Awards	●	●	●	<ul style="list-style-type: none"> All of the corporate workforce, including Executive Directors, are eligible to receive a Long Term Service Award, of varying value, once the employee reaches certain service milestones. In 2025, 777 corporate colleagues and 849 hotel colleagues globally received cash long-term service awards. Long service results in enhanced travel benefits under the IHG One Pass programme from 2026 onwards.
Colleague Share Plan			●	<ul style="list-style-type: none"> Available to around 99% of our corporate colleagues below the senior/mid-management level. IHG matches the shares purchased by colleagues on a one-for-one basis up to a maximum match of \$1,000 per annum. The registration for the 2026 plan was open to eligible colleagues in Q4 2025 and the take-up rate is 48.6%. The 2024 plan's matching shares vested in January 2026 with more than 21,700 shares vesting between 2,636 employees, worth almost \$3m. Colleagues receive dividends and voting rights on purchased shares.
Bravo Recognition plan			●	<ul style="list-style-type: none"> Colleagues below senior/mid-management level can be nominated for a cash award through our Bravo recognition scheme for going above and beyond in their roles while displaying exceptional IHG behaviours. 13,203 one-off cash awards were made to corporate colleagues, and 19,921 cash awards were made to hotel colleagues globally during 2025.

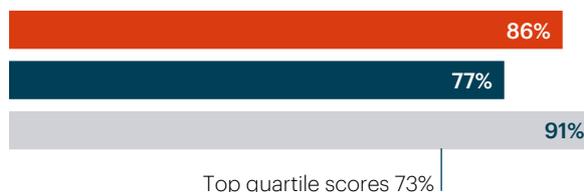
Employee engagement on pay

We have several forums for employees to express their opinions on pay. These include employee resource groups (ERGs) and direct engagement with Non-Executive Directors. In 2025, the Chair of the Committee met colleagues to understand their views on Executive Director and their own pay. Our employee engagement survey, Colleague HeartBeat, allows employees to give their views on working at IHG. The 2025 employee engagement scores for participating owned & leased hotel and reservations employees and general managers on the questions relating to reward and recognition exceeded our survey provider's top quartile benchmark.

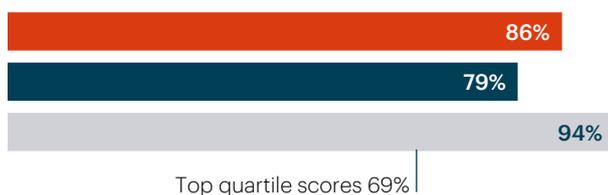
Paid fairly



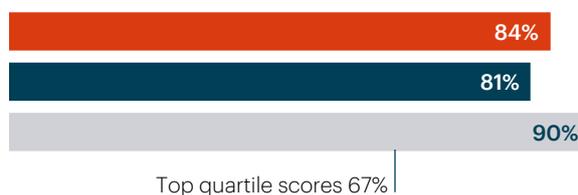
Benefit plan meets needs



Appropriate recognition



Performance impacts pay



Hotels Reservations General Managers

Wellbeing

We continue to promote myWellbeing – a framework to support employees across their health, lifestyle and workplace. The myWellbeing suite of resources, which includes an employee Wellbeing Handbook and guidelines for people managers, has been designed to provide a holistic wellbeing offering. Employees also have access to a global Employee Assistance Programme, which offers counselling, practical guidance on topics such as legal, financial and work matters, and additional health and wellbeing resources.

In 2025, all corporate colleagues were given three recharge days to focus on their wellbeing in a way that suits them best, on top of any contracted annual leave they are eligible to receive.

Leased hotel employees

As previously reported, following the acquisition of a number of UK hotels, employing entities for the estate's hotels were transferred to IHG. Employment terms, including remuneration and benefits, largely remained in place on their pre-acquisition basis.

The Real Living Wage (RLW) has been voluntarily adopted in IHG's UK leased hotel estate between 2022 and 2025.

Payroll budgets in these hotels are approved by IHG UK leadership and the hotel owners. The Living Wage Foundation has increased the RLW level by 6–7% with effect from May 2026. In the context of current cost challenges facing the hospitality industry, including prevailing below-RLW market rates of pay in the sector, increasing direct costs such as employer National Insurance and day-one sickness entitlement, and the wider impact of pay compression issues resulting from paying at least RLW to all colleagues, it has been determined that the hotels will not be in a position to apply the RLW as a minimum level with effect from May 2026.

However, it is planned to increase pay levels by an average of 3.9% for relevant hotel colleagues. All hotel colleagues will continue to be paid above the National Living Wage (NLW), with minimum pay levels approximately 12% above NLW in London and 3–4% above NLW outside London. This includes employees aged under 21 years old, where the National Minimum Wage (NMW) is lower than NLW.

This increase for hotel colleagues compares to an average increase of 2% for corporate employees, including the Executive Directors.

In response to wider cost-of-living pressures, additional measures were implemented during 2023 and 2024, aside from applying the RLW as a minimum, including:

- one-off payments to frontline colleagues
- salary increases ranging from 5% to 8% from April 2023
- enhanced maternity and paternity provisions
- access to financial wellbeing support and education, including the launch of 'Stream', an Earned Wage Access benefit, as well as direct-from-payroll saving.

Taken together, these measures reflect a deliberate strategy to support colleagues through a combination of pay, benefits, development opportunities and wellbeing support, rather than reliance on a single pay benchmark. As market conditions have evolved, this broader reward framework provides greater flexibility to maintain competitiveness and fairness while managing cost sustainability.

The approach to hotel colleague pay will be kept under review for future years in the context of changes to the RLW.

Directors' Remuneration Report continued

Annual Report on Remuneration

The Annual Report on Remuneration explains how the Directors' Remuneration Policy was implemented in 2025, the remuneration earned by the Executive Directors and how the Directors' Remuneration Policy will be implemented in 2026.

Audited

Single total figure of remuneration – Executive Directors

Executive Director	Year	Fixed pay			Variable			Other £000	Total ^b £000	
		Salary £000	Benefits £000	Pension benefit £000	Subtotal £000	APP £000	LTIP £000 ^a			Subtotal £000
Elie Maalouf	2025	1,082	403	130	1,615	1,863	6,839	8,702	0	10,317
	2024	1,010	427	121	1,557	1,298	5,096	6,394	0	7,951
Michael Glover	2025	659	91	79	830	938	2,711	3,649	100	4,579
	2024	639	86	77	801	813	1,761	2,573	150	3,524

a. LTIP figures for 2024 relate to the 2022–24 LTIP cycle and have been restated using the actual share price of £100.72 on the date of vesting. Figures for 2025 relate to the value of shares for the 2023–25 cycle using the Q4 2025 average closing share price of £96.97.

b. Sum of individual items may differ from totals due to values being shown to nearest £1,000.

Notes to the single total figure table

Fixed pay

Salary: salary paid for the year.

Salary increases of 6.8% for Elie Maalouf (from £1,029,600 to £1,100,000) and 3% for Michael Glover (from £644,800 to £664,350) were applied with effect from 1 April 2025. The increase for Michael Glover was in line with the increase for UK and US corporate workforce, and the increase for Elie Maalouf was an adjustment approved as part of the 2025 Directors' Remuneration Policy.

Benefits: for Executive Directors, this includes, but is not limited to, taxable benefits such as company car allowance and healthcare.

Elie Maalouf receives an RPI-linked monthly net housing allowance of £11,800 as at September 2025 (increased by RPI of 4.8%; gross value for reporting purposes of £21,400 per month) towards UK housing costs to facilitate him to carry out his UK-based role while maintaining his US home and IHG's significant US business, government and industry interests.

Other benefits provided include travel costs and allowances (£53,000 for Elie Maalouf; £17,000 for Michael Glover), tax return assistance (£41,000 for Elie Maalouf; £47,000 for Michael Glover) and healthcare provision (£47,000 for Elie Maalouf; £19,000 for Michael Glover). It has been agreed that Elie Maalouf would settle any employee tax due in respect of travel within the UK with effect from the beginning of the 2024-25 tax year.

Life assurance at four times base salary, critical illness and income protection cover were provided for all Executive Directors, which is aligned to all other UK corporate colleagues who participate in the UK pension plan.

Pension benefit: for current Executive Directors, in line with the Policy, represents cash allowances of 12% of salary paid in lieu of pension contributions. This is in line with the maximum level available to all other participants in the UK pension plan.

Other

Michael Glover received a gross payment of £100,000 in March 2025, being the final instalment of time-limited one-off payments to cover relocation and associated costs of his appointment as CFO.

Variable pay

APP (maximum 70% cash and minimum 30% deferred shares subject to meeting minimum shareholding requirement).

Operation

Disclosed award levels are determined based on salary as at 31 December 2025. The target award was 150% of salary for Elie Maalouf and 125% of salary for Michael Glover, with the maximum being double the target award.

Any payment made under the APP is subject to minimum levels of performance under the operating profit from reportable segments metric, with the room signings and room opening measures subject to a financial gate:

- if operating profit performance is below 85% of target, there would be no payout under these measures; and
- if operating profit performance is between 85% of target and threshold, payout for these measures would be reduced by 50%.

Audited

APP outcome for 2025

The performance measures and outcomes of the 2025 APP were as follows. All figures are expressed as a proportion of target.

Performance measure	Weighting	Targets (straight-line payout between)			Performance achieved	Achievement as % of target
		Threshold (50% payout)	Target (100% payout)	Maximum (200% payout)		
Operating profit from reportable segments ^a	70%	\$1,202m	\$1,292m	\$1,382m	\$1,255m	79.7%
Room signings (k rooms)	15%	84.1	93.5	102.8	102.1	191.9%
Room openings (k rooms)	15%	53.8	59.8	65.7	65.1	188.9%
Total weighted achievement (% of target)						112.9%
Award earned – Elie Maalouf (% of salary)						169.3%
Award earned – Michael Glover (% of salary)						141.1%

a. Definitions for Non-GAAP revenue and operating profit measures can be found on pages 107 to 112. Reconciliations of these measures to the most directly comparable line items within the Group Financial Statements can be found on pages 250 to 256.

The operating profit outcome under the APP was adjusted to exclude the integration costs (around \$3m) of the Ruby business as an exceptional cost that was not envisaged at the time of setting the targets. The Committee was satisfied that this adjustment was appropriate to encourage management to undertake value-accretive deals. Without this adjustment the total APP outcome would have been approximately 1% lower as a proportion of target. Operating profit performance was above threshold, and therefore the financial gate was met for the room signings and room opening measures. The Committee also reviewed the overall performance of the Executive Directors and of the business, including relative to peers, and was satisfied that no further adjustments needed to be applied to the formulaic outcomes of the APP measures.

Elie Maalouf and Michael Glover have both met their shareholding requirement, and therefore 30% of APP earned for 2025 will be deferred into shares for three years. The only condition attached to deferred shares is continued service.

The resulting amounts earned were as follows:

Executive Director	Total amount earned (£000)	Of which paid in cash (£000)	Of which deferred in shares (£000)
Elie Maalouf	1,863	1304	559
Michael Glover	938	657	281

In determining operating profit from reportable segments for APP purposes, budgeted exchange rates for the year are used to ensure like-for-like comparison with the APP target set at the start of the year.

Operating profit from reportable segments (actual exchange rates) (see page 86)	\$1,265m
Operating profit from reportable segments (2025 budget exchange rates; with Ruby integration costs adjustment)	\$1,255m

■ LTIP 2023–25

LTIP outcome for 2023–25 cycle

The following table shows the 2023–25 LTIP performance measures and weightings, the threshold and maximum targets and actual achievement, based on the formulaic outcomes against the three-year targets set in 2023.

Performance measure and weighting	Performance targets			Achievement (% of maximum for measure)	Weighted achievement (% of maximum award)
	Threshold (20% vesting)	Maximum (100% vesting)	Performance result		
Total shareholder return (20%): Three-year growth relative to competitors ^a	53.9% (Median)	79.9% (Upper quartile)	118.0% (Above upper quartile)	100.0%	20.0%
Relative net system size growth 20%: Three-year growth relative to competitors ^b	2.7% growth	5.6% growth	4.7% growth	75.2%	15.0%
Absolute cash flow (20%):	1.667bn USD	2.565bn USD	3.42bn USD	100.0%	20.0%
Adjusted Earnings Per Share (20%): Three-year compound annual growth	5%	12%	21%	100.0%	20.0%
Planet (10% split equally): Introduction of energy conservation measures (ECMs) for new-build and existing properties	New: 4.5% Existing: 2.8%	New: 10.0% Existing: 6.3%	New: 10.2% Existing: 4.4%	78.6%	3.9%
Adoption of five existing ECMs	80% of hotels	100% of hotels	93.8% of hotels	75.2%	3.8%
Total % of maximum opportunity vesting (out of a maximum 90% – see following page)					82.7%

a. Comparators are Accor S.A., Choice Hotels International Inc., Hilton Worldwide Holdings Inc., Hyatt Hotels Corporation, Marriott International Inc., Melia Hotels International S.A., Minor International PCL and Wyndham Hotels & Resorts Inc. Following the delisting of NH Hotel Group, the Committee determined that the parent company Minor International PCL should replace NH Hotel Group from the beginning of the performance period.

b. Comparators are Accor S.A., Choice Hotels International Inc., Hilton Worldwide Holdings Inc., Jin Jiang International Holdings Company Limited, Marriott International Inc. and Wyndham Hotels & Resorts Inc.

Directors' Remuneration Report continued

Annual Report on Remuneration continued

Audited

Removal of representation targets from the 2023–25 LTIP

In alignment with the evolution of our Journey to Tomorrow plan and people principles, during 2025 the Committee applied discretion to make the following change to the 2023–25 LTIP:

The portion of the 2023–25 LTIP award subject to gender and ethnicity representation targets (10% weighting) was removed. No replacement was made for the portion removed, and this element of the LTIP will therefore not vest. The resulting maximum vesting level was 90% of the original award.

Adjustments to absolute cash flow target

Over the performance period of the 2023–25 LTIP award, there have been events that have impacted IHG's cash flow that were unquantified or unforeseen when the original targets were set, specifically the acquisition of the Ruby business. The table below shows the reconciliation between reported cash flow and the outcome for the 2023–25 LTIP.

Reconciliation	Cash flow \$bn
Reported cash flow from operations	3.73
Net cash from investing activities	(0.43)
Reported outcome per definition	3.30
Adjustment to remove impact of acquiring Ruby business	0.12
Adjusted outcome	3.42

The adjustment to remove the impact of the acquisition of the Ruby business had no impact on the vesting outcome.

No other discretion was applied in determining the vesting level of the 2023–25 LTIP award.

LTIP 2023–25 vesting

The award granted under the 2023–25 cycle will vest on 18 February 2026 based on achievement against targets measured over three years to 31 December 2025. The individual outcomes for this cycle are shown below.

The daily average closing share price over the final quarter of 2025 was 9,697p. This share price was used to calculate the total value of award and the value of award attributable to share price appreciation. Restated figures using the actual share price on the vesting date will be disclosed in the 2026 Directors' Remuneration Report.

Executive Director	Number of shares granted	% of maximum award vested	Outcome (number of shares vesting)	Total value of award £000	Value of award attributable to share price appreciation £000
Elie Maalouf ^a	85,282	82.7 %	70,527	6,839	2,931
Michael Glover	33,812	82.7 %	27,962	2,711	1,173

a. Includes 65,512 shares granted on 10 May 2023 with a grant price of 5,501p and a top-up of 19,770 shares granted on 8 August 2023 with a grant price of 5,674p. Shares vesting are subject to a two-year holding period.

Adjustment to people measures attached to 2024–26 LTIP award

Adjustments to a portion of the 2024–26 LTIP award subject to two people measures were made, in alignment with the evolution of our Journey to Tomorrow plan and people principles:

- The Inclusion Index measure (5% weighting) was broadened from being based on the gap between ethnically diverse colleagues in the US and UK and the rest of the US/UK population, to instead being based on the gap between US and UK junior colleagues and the total corporate population, with an increase in the level of stretch for the threshold target from a gap of 7% to 5% and no change to the maximum target of no gap.
- The talent interventions measure (5% weighting) was amended to relate only to the Journey to General Manager and Career Insights programmes, removing reference to RISE, to align with our current people principles. This amendment ensures that the programmes remaining in the scope of the LTIP measure are aligned with our people principles, and structured talent programmes for career progression. No adjustment was made to the target range.

For the revised Inclusion Index measure targets, the Committee was satisfied that there was no change to the level of stretch in the targets originally set at the time of grant.

Audited**Scheme interests awarded during 2025****Annual Performance Plan (APP) – 2024**

30% of the bonus earned in respect of the 2024 APP was deferred into shares with dividend rights, with no further conditions save continued service. An average of the closing mid-market share price for the three days following the publication of 2024 results was used to determine the number of shares to be awarded. Details of the resulting shares granted were as follows:

Executive Director	Type of award	Award date	Number of shares granted	Market price per share at grant £	Face value of award at grant £000	Vesting date
Elie Maalouf	Conditional shares	6 March 2025	3,903	99.73	389	3 March 2028
Michael Glover	Conditional shares	6 March 2025	2,444	99.73	244	3 March 2028

Long Term Incentive Plan (LTIP) – 2025–27 cycle

During 2025, LTIP awards were granted over shares with a maximum value of 800% of salary for the CEO and 500% of salary for the CFO, using an average of the closing mid-market share price for the five days prior to grant. These are in the form of conditional awards over Company shares and do not carry the right to dividends or dividend equivalents during the vesting period. The vesting date for the award is the day after the announcement of our financial year 2027 Preliminary Results in February 2028. These awards will vest to the extent that performance targets are met and will then be held in a nominee account for a further two years in accordance with the post-vest holding requirement, becoming unrestricted in February 2030.

Executive Director	Type of award	Award date	Performance period	Basis of award	Maximum shares awarded	Market price per share at grant £	Face value of award at grant £000
Elie Maalouf	Conditional shares	14 May 2025	1 January 2025 to 31 December 2027	800% of salary	99,581	88.37	8,800
Michael Glover	Conditional shares	14 May 2025	1 January 2025 to 31 December 2027	500% of salary	37,589	88.37	3,322

The performance measures for the 2025–27 LTIP cycle are as outlined below. NSSG is a relative measure and is measured to 30 September 2027, rather than 31 December 2027, due to the timing at which competitor data is published.

Measure and weighting	Threshold target (20% vesting)	Maximum target (100% vesting)
Relative TSR (20%)^a	Median	Upper quartile
Relative NSSG (25%)^b	NSSG of 4th ranked competitor	NSSG of 1st ranked competitor
Absolute cash flow (20%)	2.595bn USD	3.993bn USD
Adjusted EPS (25%)	6% absolute CAGR	14% absolute CAGR
Carbon and people (10%) – split between two equally weighted measures		
Adoption of a set of Energy Conservation Measures (ECMs) across the owned, leased and managed (CMH) hotels – weighted average adoption	Increase of 9% points	Increase of 25% points
Talent interventions ^c	30% of talent promoted	50% of talent promoted

Straight-line vesting occurs between threshold and maximum target.

- a. Comparator companies for TSR are Accor S.A., Choice Hotels International Inc., Dalata Hotel Group PLC, H World Group Limited, Hilton Worldwide Holdings Inc., Hyatt Hotels Corporation, Indian Hotels Company Limited, Jin Jiang International Holdings Company Limited, Marriott International Inc., Melia Hotels International S.A., Minor International PCL, Scandic Hotels Group AB, Shangri-La Hotel Public Company Limited, Whitbread PLC and Wyndham Hotels & Resorts Inc.
- b. Comparator companies for NSSG are Marriott International Inc., Hilton Worldwide Holdings Inc., Accor S.A., Jin Jiang International Holdings Company Limited, Wyndham Hotels & Resorts Inc. and Choice Hotels International Inc.
- c. Threshold vesting will occur if 30% of talent who took part in the programmes between 2023 and 2025 have been promoted by 31 December 2027 and maximum vesting will occur if 50% of talent who took part in the programmes have been promoted by 31 December 2027.

Directors' Remuneration Report continued

Annual Report on Remuneration continued

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Restricted Stock Units (RSU) – 2025–27 cycle

During 2025, RSU awards were granted over shares with a maximum value of 150% of salary for the CEO and 100% of salary for the CFO using an average of the closing mid-market share price for the five days prior to grant.

The awards are in the form of conditional awards over Company shares and do not carry the right to dividends or dividend equivalents during the vesting period. The vesting date for the awards is the day after the announcement of our financial year 2027 Preliminary Results in February 2028.

Vesting of restricted shares will be contingent on the satisfaction of a discretionary underpin which will be assessed by the Committee prior to vesting. The Committee will consider the extent to which the Executive Directors have effectively delivered IHG's strategy across the vesting period, as well as any factors that have resulted in serious reputational damage or significant financial loss to the Company. In making its assessment, the Committee will take into account the experience of stakeholders, including our shareholders, owners and guests.

Vested awards will then be held in a nominee account for a further two years, becoming unrestricted in February 2030 following the two-year post-vest holding period.

Executive Director	Type of award	Award date	Performance period	Basis of award	Maximum shares awarded	Share price used to determine award size £	Face value of award at grant £000
Elie Maalouf	Conditional shares	14 May 2025	Not applicable. Underpin measured to February 2028	150% of salary	18,671	88.37	1,650
Michael Glover	Conditional shares	14 May 2025	Not applicable. Underpin measured to February 2028	100% of salary	7,517	88.37	664

Relative importance of spend on pay

The chart below sets out the actual expenditure of the Group on remuneration and distributions to shareholders in 2024 and 2025. Operating profit from reportable segments^a is also included as this is a significant constituent of the APP.

Expenditure of the Group on remuneration and distributions to shareholders in 2024 and 2025

\$m



a. Definitions for Non-GAAP revenue and operating profit measures can be found on pages 107 to 112. Reconciliations of these measures to the most directly comparable line items within the Group Financial Statements can be found on pages 250 to 256.

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Executive Directors' shareholdings and share interests

■ Executive Director shareholding requirement

The shareholding requirement under the Directors' Remuneration Policy in force at the end of 2025 is 1,000% of salary for the Chief Executive Officer and 400% for other Executive Directors. The number of shares held outright includes all Directors' beneficial interests and those held by their spouses and other connected persons. It also includes the net value of unvested shares that are not subject to any further performance conditions or underpins.

The minimum shareholding requirement applies for two years post-cessation of employment or cessation as a director.

As part of this requirement, shares have been granted and all unvested awards are held in a nominee account, with Executive Directors being required to electronically sign an agreement to the terms of the grant, including the post-employment shareholding requirement.



The respective shareholding requirements have been met by Elie Maalouf and Michael Glover as at 31 December 2025.

Shareholdings as a percentage of salary are calculated using the 31 December 2025 closing share price of 1,046p. A combined tax and social security rate of 47% is used for both Michael Glover and Elie Maalouf.

Current Directors' share interests

The APP deferred share awards are subject to continued service only and are not subject to additional performance conditions. Details of the performance conditions to which the unvested LTIP awards are subject can be found on pages 149 and 151 of this report and page 147 of the 2024 Directors' Remuneration Report.

There have been no changes in the shareholding interests of the Executive Directors since the end of the financial year up to the publication of this report.

Shares and awards held by Executive Directors at 31 December 2025

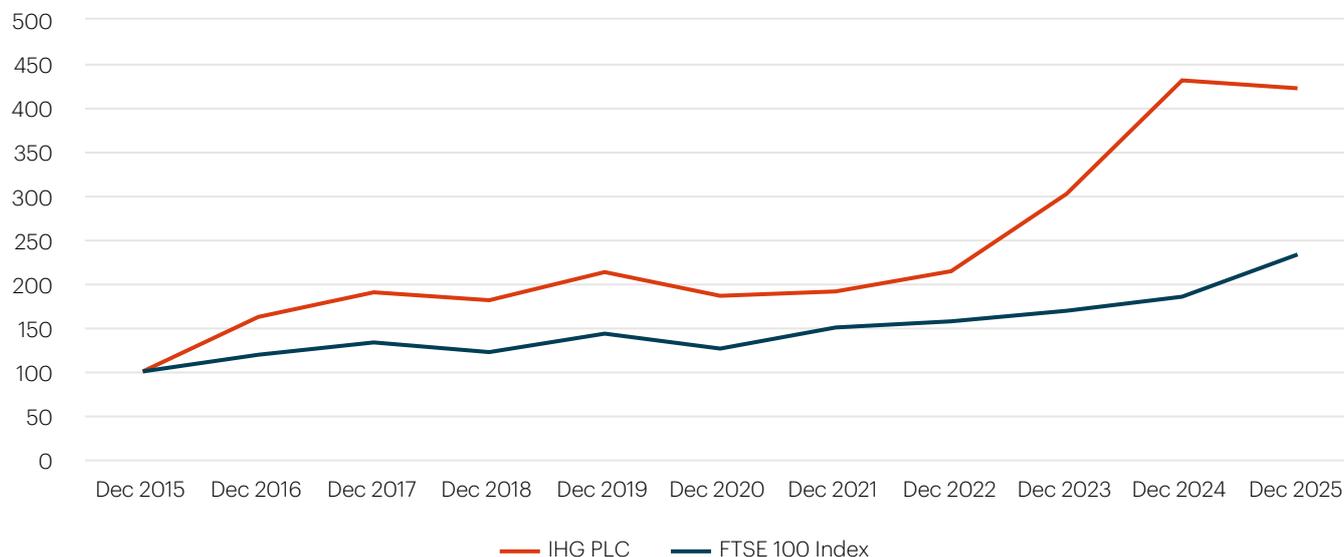
Executive Director	Number of shares held outright, including those subject to post-vest holding		APP deferred share awards		LTIP share awards (unvested)		RSU share awards (unvested)		Total number of shares and awards held	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Elie Maalouf	143,472	109,462	24,533	32,921	248,000	208,149	18,671	0	434,676	350,532
Michael Glover	25,505	15,675	8,825	8,064	96,074	75,023	7,517	3,474	137,921	102,236

Directors' Remuneration Report continued

Annual Report on Remuneration continued

Relative performance graph

The graph below shows the Company's TSR performance from 31 December 2015 to 31 December 2025, compared with the TSR performance achieved by the FTSE 100 over the same period. The Company is a constituent of the FTSE 100 and therefore this index is considered relevant for comparison purposes.



History of Chief Executive Officer's remuneration

The table below shows the CEO's total remuneration and incentive outcomes for the 10 years to 31 December 2025.

	CEO	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Single figure of remuneration (£000)	Elie Maalouf	-	-	-	-	-	-	-	4,242	7,951	10,317
	Keith Barr	-	2,161	3,143	3,376	1,484	3,199	4,273	4,173	-	-
	Richard Solomons	3,662	2,207	-	-	-	-	-	-	-	-
Annual incentive earned (% of maximum)	Elie Maalouf	-	-	-	-	-	-	-	81.8	63.0	56.5
	Keith Barr	-	69.7	84.1	58.7	0	100	95.7	81.8	-	-
	Richard Solomons	63.9	66.8	-	-	-	-	-	-	-	-
LTIP earned (% of maximum)	Elie Maalouf	-	-	-	-	-	-	-	57.8	84.7	82.7
	Keith Barr	-	46.1	45.4	78.9	30.6	20	52.1	57.8	-	-
	Richard Solomons	49.4	46.1	-	-	-	-	-	-	-	-

Audited

Payments to past Directors

Sir Ian Prosser, who retired as Director on 31 December 2003, had an ongoing healthcare benefit of £2,797.62 during the year.

Payments for loss of office

No payments for loss of office were made to Executive Directors during the year to 31 December 2025.

Pension entitlements

No Executive Director is entitled to any defined benefit pension or related benefit from IHG.

Malus and clawback

Malus and clawback provisions apply to incentive plans as set out in the Directors' Remuneration Policy, which can be found on page 174 of the Annual Report and Form 20-F 2024. The non-exhaustive circumstances in which malus and clawback provisions could be used include corporate failure, material misstatement, error or misrepresentation in the financial statements, an award being made in error, action that amounts to fraud or misconduct, summary dismissal and serious reputational damage. Malus provisions relate to unvested awards while clawback applies for the three years post-payment or vesting (including the cash element of the APP), which is considered to be a reasonable length of time to discover and assess circumstances that would warrant use of these provisions. The malus and clawback provisions were not enacted during 2025.

The Company has in place an incentive clawback policy in line with the SEC requirement.

CEO pay ratio

Pay ratios will differ significantly between companies, even within the same industry, depending on demographics and business models. The Group's UK employee demographic, which primarily consisted of largely professional, management and senior corporate roles, changed in 2019 with the addition of a number of hotel employing entities, comprising the UK leased estate, which includes a large proportion of part-time and flexible-working support and service roles. Consistent with past disclosures, we show the ratio both including and excluding the UK hotel employing entities.

Financial year ended 31 December	Method	Full population			Population excluding hotel employing entities		
		25th	Median	75th	25th	Median	75th
2025	Option C	283:1	214:1	119:1	144:1	113:1	73:1
2024	Option C	228:1	169:1	95:1	119:1	92:1	59:1
2023	Option C	242:1	156:1	78:1	94:1	71:1	46:1
2022	Option C	193:1	113:1	67:1	71:1	56:1	35:1
2021	Option C	163:1	65:1	41:1	59:1	42:1	27:1
2020	Option C	89:1	44:1	25:1	35:1	26:1	18:1
2019	Option C	180:1	122:1	59:1	71:1	49:1	32:1
2018	Option C	–	–	–	72:1	48:1	29:1

The 2018–24 figures have been restated to reflect the value of the CEO's LTIP awards on the date of actual vesting rather than the estimated values used in the respective years' reports.

What drives the difference in pay between our CEO and other employees?

Pay ratios reflect how remuneration arrangements differ as responsibility increases for more senior roles within the organisation, for example:

- a greater proportion of performance-related variable pay and share-based incentives apply for the more senior executives, including Executive Directors, who will have a greater degree of influence over performance outcomes;
- role-specific incentive plans apply in certain areas such as corporate reservations, sales, hotel development and general managers of IHG owned & leased hotels. The target and maximum amounts that can be earned under these plans are typically a higher percentage of base salary for more senior employees, which in turn affect the pay ratio; and
- incentive plans for other corporate employees are typically primarily based on a combination of individual performance and the Group's operating profit from reportable segments.

The increase in ratio since 2020 reflects the strong performance of the business and the resulting increases in variable pay outcomes, and revisions to the Policy, including higher bonus award levels for Executive Directors. Overall, on this basis, the Company believes that the median pay ratio for the relevant financial year is consistent with the pay, reward and progression for the Company's UK employees taken as a whole.

Calculation methodology and supporting information

Option C has been selected for the identification of the percentile employees. IHG prefer to use this method as we are able to produce the most accurate total remuneration figure for all UK employees on a basis comparable with the statutory reporting for Executive Directors using the most recently available data at the time of producing the Annual Report. Specifically, this involves:

- compiling all monthly payroll data for all UK employees from 1 January to 31 December 2025 detailing complete variable and fixed remuneration, including pension and taxable benefits such as company car allowance and healthcare; and

- valuing APP for the corporate workforce based on actual 2025 Company performance metrics, with no adjustment to that for individual performance, as actual outcomes for this element of the award are not known at the time of writing this report, so that it reflects as much of the same input as for the CEO data as possible at the time of calculation. In practice, personal performance outcomes are subject to manager discretion and awards can be flexed between 0% and 200% of target.

Option C requires three UK employees to be identified as the equivalent of the 25th, 50th and 75th percentile. Having identified these employees based on the population as at 31 December 2025, the remuneration for 2025 is calculated on the same basis as the CEO single total figure of remuneration.

The pay arrangements for the six employees – three from the full population and three from the population excluding hotel employing entities – were reviewed alongside those for the employees ranked immediately above and below them to confirm that they were representative of pay levels at these quartiles. The 2025 salary and total pay for the individuals identified at the lower, median and upper quartiles are set out below:

Year		25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
Financial year ended 31 December 2025 – Full population	Salary £	£29,121	£43,429	£67,776
	Total remuneration £	£36,547	£48,216	£86,814
Financial year ended 31 December 2025 – Excluding hotel employing entities	Salary £	£54,845	£69,189	£103,000
	Total remuneration £	£71,952	£91,732	£142,344

Directors' Remuneration Report continued

Annual Report on Remuneration continued

Audited

Single total figure of remuneration: Non-Executive Directors

Non-Executive Director	Date of original appointment	Additional/ Committee appointments	Fees £000		Taxable benefits £000		Total ^a Rounded to the nearest £000	
			2025	2024	2025	2024	2025	2024
Deanna Oppenheimer	1 June 2022	N, R	509	494	51	56	560	550
Graham Allan	1 September 2020	A, N, RB, SID	144	140	3	2	147	142
Arthur de Haast	1 January 2020	A, RB	90	87	3	5	93	92
Duriya Farooqui	7 December 2020	VoE, A, RB	100	93	11	17	111	110
Byron Grote	1 July 2022	A, N, R	119	116	3	4	122	120
Sir Ron Kalifa	1 January 2024	A, R	90	87	6	4	95	91
Angie Risley	1 September 2023	N, R, RB	119	116	17	20	136	136
Sharon Rothstein	1 June 2020	A, RB	90	87	26	21	116	108

a. Sum of individual items may differ from totals due to values being shown to nearest £1,000.

+ See page 119 for Board and Committee membership key and page 117 for attendance.

Benefits: For Non-Executive Directors, benefits include taxable travel and accommodation expenses to attend Board meetings away from the designated home location. Under UK income tax legislation, the non-UK based Non-Executive Directors are not subject to tax on some travel expenses; this is reflected in the taxable benefits for Deanna Oppenheimer, Duriya Farooqui and Sharon Rothstein.

Non-Executive Directors' shareholdings at 31 December 2025

Non-Executive Director	2025	2024
Deanna Oppenheimer ^a	7,000	7,000
Graham Allan	600	600
Arthur de Haast	1,000	1,000
Duriya Farooqui ^a	200	200
Byron Grote ^a	7,800	6,800
Sir Ron Kalifa	679	679
Angie Risley	848	848
Sharon Rothstein ^a	2,000	2,000

a. Shares held in the form of American Depositary Receipts (ADRs).

There have been no changes in the shareholdings from the end of the financial year to the publication of this report for Non-Executive Directors who have remained in role.

Non-Executive Director fees for 2026

The fees for Non-Executive Directors are reviewed and agreed annually in line with the Policy. Increases for 2026 are in line with those for the wider UK and US corporate workforce budget. The resulting fee levels that will be effective from 1 January 2026 are as follows, with each element independently rounded to the nearest £1,000:

Role	Increase	Annual fee	
		2026 £000	2025 £000
Chair of the Board	2.0%	519	509
Non-Executive Director	2.0%	91	90
Additional fees			
Chair of Audit Committee	2.0%	31	30
Chair of Remuneration Committee	2.0%	31	30
Chair of Responsible Business Committee	2.0%	16	16
Senior Independent Director	2.0%	40	39
Voice of the Employee role	2.0%	11	10

Annual percentage change in remuneration of Directors compared to employees

The table below shows the percentage change in each Director's remuneration compared to that of an average employee between the financial years ended 31 December 2020 to 31 December 2025.

The 2025 remuneration figures for the Directors are taken from the data used to compile the single total figure of remuneration tables shown on pages 148 and 156, prior to any rounding. No employees are directly employed by the Group's Parent Company, so the average employee data is based on the same UK corporate employee population as that on which the CEO pay ratio is calculated.

All corporate employees have the same corporate performance metrics for the APP as the Executive Directors; however, for corporate employees below Executive Committee level, awards may be adjusted based on individual performance, the results of which are not available at the time of reporting. For average employee data, we assume that no adjustment to company performance is made in respect of individual performance. Non-Executive Directors are not eligible to participate in any variable remuneration plans.

Executive Director	Salary					APP					Taxable benefits				
	2021	2022	2023	2024	2025	2021	2022	2023	2024	2025	2021	2022	2023	2024	2025
Elie Maalouf	22%	4%	21%	19%	7%	100%	(1)%	(15)%	(8)%	44%	91%	12%	247%	111%	(6)%
Michael Glover	-	-	-	-	3%	-	-	-	-	15%	-	-	-	-	7%
Non-Executive Director															
Deanna Oppenheimer	-	-	-	4%	3%	N/A	N/A	N/A	N/A	N/A	-	-	-	69%	(9)%
Graham Allan	-	49%	13%	6%	3%	N/A	N/A	N/A	N/A	N/A	-	684%	108%	(36)%	18%
Arthur de Haast	18%	4%	3%	4%	3%	N/A	N/A	N/A	N/A	N/A	(1)%	1706%	28%	(16)%	(33)%
Duriya Farooqui	-	4%	3%	11%	8%	N/A	N/A	N/A	N/A	N/A	-	100%	10%	15%	(35)%
Byron Grote	-	-	-	9%	3%	N/A	N/A	N/A	N/A	N/A	-	-	-	(26)%	(32)%
Sir Ron Kalifa	-	-	-	-	3%	N/A	N/A	N/A	N/A	N/A	-	-	-	-	48%
Angie Risley	-	-	-	-	3%	N/A	N/A	N/A	N/A	N/A	-	-	-	-	(15)%
Sharon Rothstein	-	4%	3%	4%	3%	N/A	N/A	N/A	N/A	N/A	-	100%	(10)%	159%	22%
Average employee	3%	14%	8%	5%	5%	100%	(6)%	(9)%	(5)%	(10)%	(11)%	5%	20%	15%	17%

Notes

- The Remuneration Committee approved an additional fee of £10,000 for the Voice of the Employee Non-Executive Director role for Duriya Farooqui with effect from 1 June 2024.
- Byron Grote was appointed Chair of the Audit Committee with effect from 1 March 2023.
- Elie Maalouf took on the role of Group CEO on 1 July 2023 and therefore his percentage change between 2023 and 2024 reflects a period during 2023 in his previous CEO, Americas role.
- The increase in salary for Elie Maalouf and increases in APP for Elie Maalouf and Michael Glover are driven primarily by revised remuneration under the revised Policy approved in 2025.

Directors' Remuneration Report continued

Annual Report on Remuneration continued

Committee areas of focus in 2025

- Approval of the 2024 Directors' Remuneration Report.
- Review and approval of 2024 remuneration outcomes and 2025 incentive plan structures and targets.
- In-year Company and relative performance tracking.
- Review and adjustment of in-flight LTIP targets in alignment with our Journey to Tomorrow strategy.
- Wider workforce remuneration matters.
- Completion of the review of Directors' Remuneration Policy and implementation.
- Shareholder engagement process.
- Review of Committee Terms of Reference and effectiveness.

Key objectives and summary of responsibilities

The Committee approves, on behalf of the Board, all aspects of remuneration for the Executive Directors, the Executive Committee and the Chair of the Board, and also approves the strategy, direction and policy for the remuneration of the senior executives who have a significant influence over the Group's ability to meet its strategic objectives. Additionally, the Committee reviews wider workforce pay policies and practice to ensure alignment with strategy, values and behaviours and takes this into account when setting Executive Director remuneration. The Committee's role and responsibilities are set out in its Terms of Reference (ToR), which are reviewed annually and approved by the Board.

+ The ToR are available on IHG's website at ihgplc.com/investors under Corporate governance.

Membership and attendance at meetings

The members of the Committee during 2025 were Angie Risley (Chair), Deanna Oppenheimer, Byron Grote and Sir Ron Kalifa. Details of the attendance at Committee meetings are set out on page 117.

During 2025, the Committee was supported internally by the Company Chair, the Group's CEO and CFO, the General Counsel and Company Secretary, and senior members of the Human Resources and Reward teams as necessary. All attend by invitation to provide further background information and context to assist the Committee in its duties. They are not present for any discussions that relate directly to their own remuneration or where their attendance would not otherwise be appropriate.

Reporting to the Board

The Committee Chair updates the Board on all key issues raised at Committee meetings. Papers and minutes for each meeting are also circulated to all Board members for review and comment.

Non-Executive Directors' letters of appointment and notice periods

Non-Executive Directors have letters of appointment, which are available upon request from the Company Secretary's office.

In accordance with Provision 40 of the UK Corporate Governance Code, Deanna Oppenheimer, Non-Executive Chair, is subject to 12 months' notice and, in compliance with Provision 19 of the UK Corporate Governance Code, has not held the position of Non-Executive Chair for beyond nine years from her appointment. No other Non-Executive Directors are subject to notice periods; all Non-Executive Directors are subject to an annual re-election by shareholders at the AGM.

Effectiveness of the Committee

In 2025, the Committee's effectiveness was reviewed as part of the internal Board performance review process. The Committee concluded that it remains effective and meets its responsibilities well. Focus areas identified included continued member skill development and awareness of wider workforce pay.

Advisers

IHG appointed Willis Towers Watson (WTW) to act as independent adviser to the Committee in 2024, following a competitive tender process undertaken by the Committee.

WTW is a member of the Remuneration Consultants Group and, as such, operates under the code of conduct in relation to executive remuneration consulting in the UK. The Committee is therefore satisfied that the advice received from its advisers is objective and independent.

Fees of £230,108 plus VAT were paid to WTW in respect of the advice provided to the Committee in relation to Director remuneration in 2025. Fees were charged at a combination of fixed amounts for specific items of work and hourly rates.

Approach to target setting

Targets are set by the Committee, taking into account IHG's growth algorithm and long-range business plan as approved by the Board, market expectations and the circumstances and relative performance at the time. The Committee sets stretching targets for senior executives that will reflect successful outcomes for the business based on its strategic and financial objectives for the period.

Absolute targets may be set relative to budget and/or by reference to prior results, generally containing a performance range with additional stretch to incentivise outperformance and minimum performance levels for payout.

Relative targets are set against an appropriate comparator group of companies for the relevant measure, for example, relative NSSG in the LTIP was set against our six largest competitors with more than 500,000 rooms, to reflect our strategy of accelerating the growth of our brands in high-value markets.

Performance will be reviewed throughout the period in which it is applicable for, and if any amendments are required, this will be disclosed in the Directors' Remuneration Report for the year in which the amendment has been agreed.

Board changes

There were no changes to the composition of the Board during 2025. As announced on 15 December 2025, Nicholas Cadbury will join the Board on 1 March 2026. His fees will be aligned with the 2026 rates on page 156.

Wider workforce remuneration and employee engagement

As outlined on page 146, IHG operates an aligned approach to remuneration throughout the organisation. During the year, the Committee reviewed aspects of the Company's wider workforce remuneration approach as part of its regular meeting agenda.

The Company engaged with the workforce through its employee engagement survey, which covers a number of areas, including pay and benefits competitiveness and wellness. Our overall employee engagement remained at 87% for 2025, placing IHG in the top quartile of employers for engagement.

During 2025, the Chair of the Committee joined UK and US employee engagement sessions to meet directly with members of IHG's corporate workforce, with the aim of collating and sharing such feedback with the Board for consideration in its decision-making. No concerns were raised regarding Executive Director remuneration or how it aligns with the wider IHG remuneration principles.

Service contracts and notice periods for Executive Directors

The Committee's policy is for all Executive Directors to have service contracts with a notice period of 12 months from the Company and a notice period of six months for the employee. On an exceptional basis

to complete an external recruitment successfully, a longer initial notice period reducing to 12 months may be used. This is in accordance with Provision 40 of the UK Corporate Governance Code.

All Executive Directors' appointments and subsequent reappointments to the Board are subject to election and annual re-election by shareholders at the AGM.

Details of current Executive Directors' contracts are available on request from the Company Secretary's office. The respective dates of appointment and notice periods are shown below:

Executive Director	Date of original appointment to the Board	Notice period
Elie Maalouf	1 January 2018	12 months
Michael Glover	20 March 2023	12 months

Voting on remuneration at the Company's AGM

The outcomes of the latest remuneration votes are shown below:

AGM	Votes for	Votes against	Abstentions
Directors' Remuneration Report (advisory vote): 8 May 2025	97,581,504 (79.00%)	25,940,873 (21.00%)	587,107
Directors' Remuneration Policy (binding vote): 8 May 2025	83,101,700 (69.51%)	36,445,863 (30.49%)	4,561,922

Implementation of Directors' Remuneration Policy in 2026

This section explains how certain elements of the Policy will be applied in 2026.

Salary: Executive Directors

Directors' salaries are agreed annually in line with the Policy. The following salaries will apply with effect from 1 April 2026:

Executive Director	Increase %	2026 £	2025 £
Elie Maalouf	2.0	1,122,000	1,100,000
Michael Glover	2.0	677,600	664,350

Salaries for both Executive Directors will increase by 2.0% in line with the budget for the wider UK and US corporate workforce.

RSU 2025

RSU awards will be granted to Executive Directors in 2026. The following underpin will apply, which is the same as the underpin for the 2025 awards:

- Vesting of restricted shares will be contingent on the satisfaction of a discretionary underpin, which will be assessed by the Committee prior to vesting. The Committee will consider the extent to which the Executive Directors have effectively delivered IHG's strategy across the vesting period, as well as any factors that have resulted in serious reputational damage or significant financial loss to the Company.
- In making its assessment, the Committee will take into account the experience of stakeholders, including our shareholders, owners and guests. Following the vesting date for each award cycle, the Committee will disclose its considerations in assessing the underpin in the relevant Directors' Remuneration Report.

Directors' Remuneration Report continued

Annual Report on Remuneration continued

Implementation of Directors' Remuneration Policy in 2026 continued

APP 2026 and LTIP 2026–28 performance measures and targets

APP

The APP measures for 2026 will be operating profit from reportable segments (70%), room signings and Net System Size Growth (NSSG) (15% each).

The previously used room openings measure will be replaced with an absolute NSSG measure. This change aims to ensure that management are focused not only on adding new rooms, but also on retaining existing ones, thereby growing our overall system size. While the LTIP also includes an NSSG measure, the APP target is absolute and drives growth against our business targets within the year. In contrast, the LTIP target provides a relative, long-term measurement against our closest peers. The Committee believes that having NSSG targets in both the APP and the LTIP will incentivise both short-term performance on an absolute basis and longer-term growth on a relative basis.

The following table sets out the measures, definitions and weightings for the 2026 APP. Details of the targets are sensitive and will be disclosed alongside the performance achieved in the 2026 Directors' Remuneration Report.

Measure	Definition	Weighting
Operating profit from reportable segments	A measure of IHG's operating profit from reportable segments for the year	70%
Room signings	Absolute number of new room signings	15%
NSSG	Absolute Net System Size Growth	15%

LTIP

Measures for the 2026–28 cycle are relative Total Shareholder Return (20%); relative net system size growth (25%); cash flow (20%); adjusted earnings per share (EPS) (25%); and carbon and people metrics (10%). These are the same categories of metric used for the 2025–27 cycle.

The rationale for the inclusion of each of the LTIP metrics is as follows:

- Relative Total Shareholder Return – reflects our aim to deliver competitive shareholder returns as well as aligning the interests of Executive Directors with those of shareholders;
- Relative net system size growth (NSSG) – measured relative to our closest competitors, NSSG reflects our industry-leading growth in our scale ambition;
- Cash flow – as a metric, it measures our ability to deliver consistent, sustained growth in cash flows and profits over the long-term;

- Carbon and people – aligned to our decarbonisation strategy, the carbon measure relating to Energy Conservation Measures (ECMs) is focused on supporting owners of new-build and conversion re-use hotels to reduce energy costs and drive better hotel performance via adoption of ECMs. The people measure relates to our primary hotel leadership programme, Journey to GM, to focus attention on developing high-quality talent to fuel our long-term growth; and
- Adjusted EPS – a key business metric, prominent in company results reporting and commonly used for valuation purposes. It provides a measure of the efficiency of the capital structure, in that returns of capital can be captured within Adjusted EPS performance, as well as promoting further alignment with shareholder experience.

How are performance targets set?

The targets for the 2026–28 LTIP have been set by the Committee, taking into account IHG's long-range business plan, market expectations and the circumstances and relative performance with the aim of setting stretching targets for senior executives, which will reflect successful outcomes for the business based on its long-term strategic objectives.

Aligned with the medium- to long-term aspirations of our growth algorithm and with EPS consensus forecasts at the time that the Committee set them, the Adjusted EPS targets for the 2026–28 cycle are unchanged from the 2025–27 targets following the increase to the targets for that cycle.

Analysis showed that the range sits at the upper quartile relative to other FTSE 100 companies. While performance for recent cycles has been strong, a lower RevPAR growth environment, heightened competition and normalisation of growth, and more moderate consensus estimates and internal forecasts led the Committee to determine that the range should remain in line with the targets for the 2025–27 cycle.

Adjusted EPS targets incorporate assumed share buybacks as part of our ongoing shareholder return programme, so the Committee would not expect to adjust performance outcomes at the end of the performance period for buybacks made during the cycle.

Threshold performance will result in 20% vesting, maximum performance will result in 100% vesting, with straight-line vesting in between threshold and maximum.

The details of the targets for the 2026–28 LTIP cycle are set out in the table on the following page.

Measure	Definition	Weighting	Targets
Relative Total Shareholder Return (TSR)	IHG's performance against a comparator group of global hotel companies against which TSR outcomes are measured: Accor S.A., Choice Hotels International Inc., H World Group Limited, Hilton Worldwide Holdings Inc., Hyatt Hotels Corporation, Indian Hotels Company Limited, Jin Jiang International Holdings Company Limited, Marriott International Inc., Melia Hotels International S.A., Minor International PCL, Scandic Hotels Group AB, Shangri-La Hotel Public Company Limited, Whitbread PLC and Wyndham Hotels & Resorts Inc.	20%	Threshold: Median of comparator group Maximum: Upper quartile of comparator group
Relative net system size growth	IHG's aggregated compound annual growth rate (CAGR) against our six largest competitors with more than 500,000 rooms: Marriott International Inc., Hilton Worldwide Holdings Inc., Accor S.A., Jin Jiang International Holdings Company Limited, Wyndham Hotels & Resorts Inc. and Choice Hotels International Inc. Targets will be set based on increased room count that is consistent with the relevant company's business plan objectives and practice as at the start of the LTIP cycle.	25%	Threshold: Fourth ranked competitor excluding IHG Maximum: First ranked competitor excluding IHG
Absolute cash flow	Cumulative annual cash generation over the three-year performance period. Absolute cash flow includes reported cash flow from operations and net cash from investing activities.	20%	Threshold: \$2.706bn Maximum: \$4.163bn
Carbon and people	<p>1. Planet Adoption of Energy Conservation Measures (ECMs) in new-build and conversion re-use hotels.</p> <p>2. Talent interventions Impact of our Journey to GM (J2GM) talent programme.</p>	10% (5% each)	<p>1. Threshold: 78% adoption of ECMs Maximum: 86% adoption of ECMs</p> <p>2. Threshold: 30% of talent who took part in the J2GM programme commencing between 2024 and 2026 have been promoted by 31 December 2028 Maximum: 50% of talent who took part in the J2GM programme commencing between 2024 and 2026 have been promoted by 31 December 2028</p>
Adjusted earnings per share (EPS)	Absolute compound annual growth rate (CAGR).	25%	Threshold: 6% per annum CAGR Maximum: 14% per annum CAGR

Angie Risley

Chair of the Remuneration Committee
11 February 2026

Statement of Compliance

Our statement of compliance summarises how the Group has applied the principles of the 2024 UK Corporate Governance Code (available at [frc.org.uk/library/standards-codes-policy/corporate-governance/uk-corporate-governance-code/](https://www.frc.org.uk/library/standards-codes-policy/corporate-governance/uk-corporate-governance-code/) under UK Corporate Governance Code), as published in January 2024 (the Code), and comments on compliance with the Code's provisions.

This should be read in conjunction with the Strategic Report on pages 4 to 114, and Governance, including the Directors' Remuneration Report, on pages 138 to 161, as a whole.

The Board considers that the Group has complied in all material respects with the Code's provisions for the year ended 31 December 2025.

1. Board Leadership and Company Purpose

A. The role of the Board

The Board continues to lead the Group's strategic direction and long-term objectives. Further responsibilities of the Board are set out on page 122.

The Board met eight times during 2025 and all Directors continue to act in what they consider to be the best interests of the Company, consistent with their statutory duties. Further details of 2025 Board meetings, including information on matters discussed and decisions taken by the Board, are set out on pages 123 to 125; attendance information is on page 117; and skills and experience and biographical information is on pages 118 to 119.

A description of IHG's business model and the factors contributing to its resilience is set out on pages 24 to 29. An assessment of the principal risks facing the Group is included on pages 48 to 53.

Potential conflicts of interest are reviewed annually, and powers of authorisation are exercised in accordance with the Companies Act and the Company's Articles of Association.

During the year, if any Director has unresolved concerns about the operation of the Board or the management of the Company, these would be recorded in the minutes of the meeting.

B. The Company's purpose, values and strategy

Our purpose is to provide True Hospitality for Good. A description of our culture is set out on pages 56 to 59 and information on the Board's assessment of how the culture has been embedded is included on page 116. A summary of the Board's activities in relation to the Voice of the Employee is included on page 135. Information on the Group's approach to rewarding its workforce, underpinned by its embedded performance culture, is contained on pages 145 to 147.

C. Board decisions and outcomes

References to the outcomes of Board decisions are included throughout this report. For example, information on the outcomes of, and change delivered by, the Board's endorsement of a performance culture is included on pages 62 and 145. Details of the outcome of the decision to acquire the Ruby brand are set out on pages 13 and 33. The summary of decisions made by the Board on pages 124 and 125 also illustrates the outcomes of those decisions.

D. Shareholders and stakeholders

The Board engaged actively throughout 2025 with shareholders and other stakeholders. Information on the extensive consultation exercise with shareholders in respect of the Directors' Remuneration Policy approved during the year is included on pages 139 and 142.

Information on the Board's consideration of and engagement with other stakeholders, including employees, suppliers, hotel owners and guests, is included on pages 124 to 126.

E. Workforce policies and practices

The Board has overarching responsibility for the Group's workforce policies and practices and delegates day-to-day responsibility to the CEO and Chief Human Resources Officer to ensure that they are consistent with the Company's values and support its long-term success.

Employees are able to report matters of concern confidentially through our Confidential Disclosure Channel. The Board routinely reviews reports generated from the disclosures and ensures that arrangements are in place for investigation and follow-up action as appropriate.

2. Division of Responsibilities

F. The Chair

Deanna Oppenheimer leads the operation and governance of the Board and its Committees.

Deanna commenced as Chair in September 2022 and was independent on appointment.

G. Board composition

The size and composition of the Board and its Committees are kept under review by the Nomination Committee to ensure the appropriate combination of Executive and Non-Executive Directors. Details of the composition of the Board and Committees are available on pages 118 and 119.

At least half of the Board, excluding the Chair, are Independent Non-Executive Directors. Neither of the Executive Directors has a non-executive director role or other significant appointment.

H. Non-Executives

Non-Executive Director terms of appointment outline IHG's time commitment expectations required to fulfil their role.

The commitments of each Director are included in the Directors' biographical details on pages 118 and 119. Details of Non-Executive Director appointment terms are set out on page 158.

The time each Non-Executive Director dedicates to IHG, including consideration of other appointments, is reviewed annually as part of the performance review of Directors (see page 127). The Chair led the reviews in 2025 and was satisfied that the Non-Executive Directors' other duties and time commitments do not conflict with those as Directors.

Graham Allan, as the Senior Independent Non-Executive Director, provides a sounding board for the Chair and serves as an intermediary for the other Directors and shareholders. Graham also led the annual performance review of the Chair (see page 127).

After each Board meeting, Non-Executive Directors and the Chair meet without Executive Directors being present.

I. Policies, processes, information and resources

The Chair and Company Secretary ensure that the Board and its Committees have the necessary policies and processes in place and that they receive timely, accurate and clear information. The Board and its Committees also have access to the Company Secretary, independent advice and other necessary resources, at the Company's expense. They receive the administrative and logistical support of a full-time executive assistant.

3. Composition, Succession and Evaluation

J. Appointments

Appointments to the Board are led by the Nomination Committee in accordance with its Terms of Reference (available on our website at ihgplc.com/investors under Corporate governance).

The Nomination Committee also supports the Board in succession planning for the Board and senior management. Further details of the role of the Nomination Committee and what it did in 2025 are in the Nomination Committee Report on pages 136 to 137.

The overall process of appointment and removal of Directors is overseen by the Board as a whole.

All of the Directors retire and seek election or re-election at each AGM.

K. Skills

Details of the skills, experience and biographical information of the Board are set out on pages 118 and 119.

The Chair and Company Secretary ensure that new Directors receive a full induction, and that all Directors have the requisite knowledge and familiarity with the Group to fulfil their role.

The length of service of Non-Executive Directors is reviewed regularly.

L. Annual performance review

The Board undertakes either an internal or external annual Board performance review. In 2025, the Board undertook an internal performance review. Details of the process and results of the review are included on page 127.

Performance reviews of Directors, including the Chair, are also carried out on an annual basis. Directors' biographies are set out on pages 118 and 119, and details of performance reviews carried out in 2025 are on page 127.

4. Audit, Risk and Internal Control

M. Audit functions

The Audit Committee is comprised entirely of Independent Non-Executive Directors (see page 117 for membership details).

Byron Grote, the Audit Committee's Chair, has recent and relevant financial experience, and the Committee as a whole has competence relevant to the sector in which we operate. Details of the Committee's role, responsibilities and activities are set out on pages 128 to 133.

The Audit Committee reviewed the effectiveness of the Group's Internal Audit function and also assessed PricewaterhouseCoopers LLP's performance during 2025, including its independence and effectiveness. Details of these reviews are set out in the Audit Committee Report on pages 129 to 131.

N. Assessment of the Company's position and prospects

The Statement of Directors' Responsibilities (including the Board's statement confirming that it considers that the Annual Report and Form 20-F, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position, performance, business model and strategy) is set out on page 165.

The status of IHG as a going concern is set out in the Directors' Report on page 263. An explanation of the Group's performance, business model, strategy and the risks and uncertainties relating to IHG's prospects, including the viability of the Group, is set out in the Strategic Report on pages 4 to 114.

O. Risk management

The Board determines the nature and extent of the principal risks the organisation is willing to take to achieve its strategic objectives. The Board completed an assessment of the principal and emerging risks facing the Group during the year, including those risks that would threaten the Group's business model, future performance, solvency or liquidity and reputation (see pages 48 to 53 for further details of the principal risks). The Board and Audit Committee monitor the Group's risk management and internal control framework and conduct an annual review of its effectiveness.

Throughout the year, the Board has directly, and through delegated authority to the Executive Committee and the Audit Committee, overseen and reviewed the operation of the Group's risk management and internal control framework, including the material controls across financial, operational, reporting and compliance areas. See pages 46 to 53 and 128 to 133.

In making this assessment, the Board recognises that risk and control remain dynamic and that any framework of internal control has inherent limitations.

5. Remuneration

P. Remuneration policies and practices

The Remuneration Committee is responsible for developing policy on executive remuneration and determining remuneration packages of Directors and senior management. The Directors' Remuneration Report is set out on pages 138 to 161. Details of the Remuneration Committee's focus areas during 2025 are set out on page 158, and its membership details are on pages 118 and 119. A summary of the Company's malus and clawback provisions is included on page 154.

Q. Procedure for developing policy on executive remuneration

Details of how the Directors' Remuneration Policy (DR Policy) was implemented in 2025 are set out on pages 142 to 144. The DR Policy was reviewed and put to vote during 2025. Details of how it was developed and the related shareholder consultation are set out on page 142.

During 2025, no individual Director was involved in deciding his or her own remuneration outcome.

R. Independent judgement and discretion

The Remuneration Committee has formal discretions in place in relation to outcomes under the Deferred Award Plan rules, and these are disclosed as part of the DR Policy. When determining outcomes under incentive plans, the Committee considers whether it is appropriate to adjust outcomes under these discretions, taking account of the Group's performance, relative performance against competitors and other relevant factors. Information on the Remuneration Committee's consideration of the use of discretion during 2025 is set out on pages 148 to 161.