

InterContinental Hotels Group PLC**General Purposes Committee – Terms of Reference****1. Authority**

For convenience and ease of administration on matters, the principle or policy of which has been agreed by the Board, other Committees or Sub-Committees of the Board, the Chair or the Chief Executive Officer and to attend to general or routine business of the Company which is not of sufficient importance to warrant reference to the Board or other Committees of the Board, there is constituted, under the provisions of the Company's articles of association, a Committee of the Board to be known as the General Purposes Committee (the "Committee").

2. Membership

2.1 The composition of the Committee shall be such that a quorum shall consist of:

- (i) any two members of the Executive Committee of the Company, or
- (ii) any one of the Executive Committee of the Company, together with any one of:

- Senior Vice President, Group Financial Controller
- Vice President, Global Financial Planning & Analysis
- Senior Vice President Deputy Company Secretary and Head of Compliance, Legal and Secretariat
- Senior Vice President, Risk and Assurance
- Head of Group Tax

2.2 If the Committee is constituted under 2.1(ii) above, the Executive Committee member present shall chair the meeting.

2.3 The Committee shall, at all times, be constituted in such a way as to ensure appropriate separation between those proposing and those requested to authorise specific matters.

2.4 The Chair of the meeting shall hold the casting vote.

3. Terms of Reference

The terms of reference of the General Purposes Committee shall be as follows:

3.1 To do all such acts and things as may be necessary for the implementation of matters, the principle or policy of which has been specifically approved by the Board, other Committees or Sub-Committees of the Board or by the Chair or the Chief Executive Officer of InterContinental Hotels Group PLC under the terms of authorities granted to them from time to time.

3.2 To do all such matters and things as are specifically referred to it by the Board or another Committee or Sub-Committee of the Board or by the Chair or Chief Executive Officer within the terms of their delegated authorities.

- 3.3 Without prejudice to the generality of the foregoing and subject to any express limits of authority, the following specific matters including authorising or giving advice to subsidiary companies, thereon, will fall within the Committee's remit:
- (i) the formation, change to entity classification or liquidation of companies, or company branches;
 - (ii) changes within the Group to the ownership structure of Group entities;
 - (iii) increases or reductions in the equity capital of Group entities;
 - (iv) the transfer of assets and businesses between wholly-owned Group companies;
 - (v) the giving of financial guarantees, indemnities or letters of comfort up to \$50m, or the extension or termination of such existing guarantees, indemnities or letters of comfort and the review of such proposed actions by Group companies;
 - (vi) with parties outside of the Group:
 - entering into new credit or loan facilities, including leasing facilities;
 - the renewal of existing credit and loan facilities; and
 - the substitution of a new facility for an existing facility;
 - (vii) the maintenance of existing cash management set-off arrangements and the approval of new set-off arrangements;
 - (viii) in connection with the Company's employee share schemes to deal with all matters of administration, including the allotment of shares in the Company to satisfy awards under such schemes, and the exercise of discretions where required by the Rules of such schemes;
 - (ix) in connection with routine matters relating to the share and loan capital of the Company:
 - authorisation of the allotment of new shares pursuant to any scrip dividend facility offered by the Company;
 - authorisation of the forfeiture and sale of dormant share accounts;
 - authorisation of the treatment of unclaimed dividends on the Company's shares;
 - authorisation of the cancellation and redemption of Debenture and Loan stocks of the Company in accordance with the provisions of the relevant Trust Deeds securing or constituting the same;
 - (x) to appoint or authorise any officer of the Company to appoint corporate representatives and take such other steps as are necessary for routine compliance with the provisions of the Companies Acts or regulatory or filing compliance; and
 - (xi) the appointment of Treasury Dealers and amendments to Treasury mandates.

- 3.4 Subject to its terms of reference, the powers of the Committee include the giving of authority for the execution of documents including Powers of Attorney, whether under hand or under seal.
- 3.5 The Committee shall have no authority to consider matters when the Board has authorised or delegated power to another Committee or a specific person by resolution, power of attorney or otherwise unless such other Committee or person or the Board expressly authorises the same.
- 3.6 The Committee may authorise any director, the Company Secretary, Deputy Company Secretary or Group Financial Controller, to execute and deliver any agreement, document or instrument and to do any act or thing for or in connection with any of the above transactions, arrangements and other matters as may from time to time be required to be completed in the normal course of business.
- 3.7 The Committee may further authorise the appointment of individuals to act on behalf of the Company in relation matters for which it has authority or responsibility.

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