

InterContinental Hotels Group PLC**Responsible Business Committee – Terms of Reference****1. Membership**

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

2. Secretary

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

3. Quorum

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

4. Frequency of Meetings

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

5. Notice of Meetings

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

6. Minutes of Meetings

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

7 Engagement with Shareholders

- 7.1 The Chair of the Committee shall, where considered appropriate, seek engagement with shareholders on significant matters related to the responsibilities of the Committee.
- 7.2 The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8 Duties and Responsibilities

- 8.1 The Committee shall review and advise the Board, and its committees as applicable, on the Group's responsible business objectives and strategy including:
 - 8.1.1 impact on the environment and climate change;
 - 8.1.2 social, community and human rights issues;
 - 8.1.3 reviewing the Group's policy on diversity and inclusion, its objectives and linkages to the Company's strategy, how it has been implemented and progress on achieving its objectives; and
 - 8.1.4 stakeholder engagement as relates to responsible business matters, including in relation to the workforce.
- 8.2 In exercising its powers and authority in accordance with paragraph 8.1 the Committee may:
 - 8.2.1 review the Group's policies as they relate to responsible business matters;
 - 8.2.2 review engagement mechanisms for, and consider the interests of, the Group's key stakeholders, including the workforce;
 - 8.2.3 review the Group's approach to sustainable development;
 - 8.2.4 receive reports and review activities from executive and specialist groups managing responsible business matters across the Group's operations;
 - 8.2.5 review the implementation of responsible business programmes, and where appropriate, review the progress of pilot studies;
 - 8.2.6 receive and review reports of progress and audits of performance against responsible business targets and key performance indicators related to responsible business matters;
 - 8.2.7 review any internal and external audit reports relating to responsible business matters and monitor progress of any actions arising there from;
 - 8.2.8 review the contents of the Responsible Business Report, or any such responsible business report the Company may produce from time to time, the elements of the annual Strategic Report relating to responsible business and the annual Modern Slavery Statement;

8.2.9 review best practice in key responsible business areas by appropriate external reports, and by benchmarking with peer companies;

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

8.2.11 work and liaise as necessary with all other Board committees.

9 **Reporting Responsibilities**

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

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9.3 The Committee shall make a statement in the Annual Report about its activities.

10 **Other**

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

11 **Authority**

11.1 The Committee is authorised to:

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

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

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