

## EXECUTION VERSION

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**EU MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014, as amended (the “**EU PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (as amended, the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of the UK by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**EU MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in EU MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (as amended, the “**EUWA**”) (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**NOTIFICATION UNDER SECTION 309B(1)(c) OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME** (the “**SFA**”) – Solely for the purposes of its obligations pursuant to Sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (as modified or amended from time to time, the “**SFA**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are “prescribed capital markets products” (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and are Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Final Terms dated 25 September 2024

**IHG Finance LLC (the “Issuer”)**  
**Legal entity identifier (LEI): 213800DXTXQ1YC8UP313**  
**Issue of EUR750,000,000 3.625 per cent. Notes due 27 September 2031**  
**under the £4,000,000,000**  
**Euro Medium Term Note Programme**

**unconditionally and irrevocably guaranteed by**

**Six Continents Limited**  
**Legal entity identifier (LEI): 213800MSAGKXH7JYWE25**  
**and**  
**InterContinental Hotels Limited**  
**Legal entity identifier (LEI): 213800EY2DTHCTWF9R55**  
**and**  
**InterContinental Hotels Group PLC**  
**Legal entity identifier (LEI): 2138007ZFQYRUSLU3J98**  
**(each a “Guarantor” and together the “Guarantors”)**

#### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Base Prospectus dated 19 September 2024 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been published on the website of the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

1.	(i)	Issuer:	IHG Finance LLC
	(ii)	Guarantor(s):	Six Continents Limited, InterContinental Hotels Limited and InterContinental Hotels Group PLC
2.	(i)	Series Number:	09
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.		Specified Currency or Currencies:	Euro (“ <b>EUR</b> ”)
4.		Aggregate Nominal Amount:	
	(i)	Series:	EUR750,000,000
	(ii)	Tranche:	EUR750,000,000
5.		Issue Price:	99.884 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	EUR100,000 and integral multiples of EUR1,000 in excess thereof up to and including EUR199,000
	(ii)	Calculation Amount:	EUR1,000

7.	(i)	Issue Date:	27 September 2024
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	27 September 2031
9.		Interest Basis:	3.625 per cent. Fixed Rate
10.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11.		Change of Interest Basis:	Not Applicable
12.		Put/Call Options:	Change of Control Put Issuer Call Option Issuer Maturity Par Call Option
13.		Status of the Notes:	Senior
		Status of the Guarantees:	Senior
14.		Date Board approval for issuance of Notes obtained:	17 September 2024

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.		<b>Fixed Rate Note Provisions</b>	Applicable
	(i)	Rate of Interest:	3.625 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	27 September in each year commencing on 27 September 2025 up to and including the Maturity Date
	(iii)	Fixed Coupon Amount:	EUR36.25 per Calculation Amount
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
	(vi)	Interest Determination Dates:	27 September in each year
	(vii)	Step Up/Step Down provisions:	Not Applicable
16.		<b>Floating Rate Note Provisions</b>	Not Applicable
17.		<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

18.		<b>Issuer Call Option</b>	Applicable
	(i)	Optional Redemption Date(s) (Call):	At any time from the Issue Date to (but excluding) 27 June 2031
	(ii)	Make Whole Premium:	+0.25 per cent.
	(iii)	Reference Treasury:	DBR 0.000 per cent. Bond due 15 August 2031, ISIN: DE0001102564
	(iv)	Treasury Publisher:	Bloomberg Page FIT GEACT
	(v)	If redeemable in part:	Not Applicable
	(vi)	Notice period:	As set out within Condition 9(c)
19.		<b>Issuer Maturity Par Call Option</b>	Applicable
	(i)	Notice period:	As set out within Condition 9(d)

	(ii) Period within which Notes may be redeemed:	At any time from (and including) 27 June 2031 to (but excluding) the Maturity Date
20.	<b>Issuer Residual Call Option</b>	Not Applicable
21.	<b>Put Option</b>	Not Applicable
22.	<b>Change of Control Put Option</b>	Applicable
	(i) Change of Control Optional Redemption Date:	Seven (7) days after the expiration of Change of Control Put Period
	(ii) Change of Control Optional Redemption Amount of each Note:	EUR1,000 per Calculation Amount
23.	<b>Final Redemption Amount of each Note</b>	EUR1,000 per Calculation Amount
24.	<b>Early Redemption Amount (Tax) and Early Termination Amount payable on redemption for taxation reasons or, as the case may be, on event of default</b>	EUR1,000 per Calculation Amount

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	<b>Form of Notes:</b>	<b>Registered Notes:</b> Global Registered Note Certificate exchangeable for Individual Note Certificates in the limited circumstances specified in the Global Registered Note Certificate
26.	<b>New Safekeeping Structure:</b>	Yes
27.	<b>Additional Financial Centre(s):</b>	London
28.	<b>Talons for future Coupons to be attached to Definitive Notes:</b>	No

#### THIRD PARTY INFORMATION

The explanation of the meaning of the ratings set out in paragraph 2 of Part B below has been extracted from the websites of S&P and Moody's respectively (each as defined below). The Issuer and the Guarantors confirm that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by each of S&P and Moody's, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer

By: **Robert J. Chitty**.....  
*Duly authorised*

Signed on behalf of Six Continents Limited

By: **Nicolette Henfrey**.....  
*Duly authorised*

Signed on behalf of InterContinental Hotels Limited

By: **Nicolette Henfrey**.....  
*Duly authorised*

Signed on behalf of InterContinental Hotels Group PLC

By: **Michael Glover**.....  
*Duly authorised*

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

- (i) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be listed on the Official List of the Financial Conduct Authority and admitted to trading on the Main Market of the London Stock Exchange's Main Market with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP7,050

### 2. Ratings

- Ratings: The Notes to be issued are expected to be rated:  
S&P Global Ratings UK Limited (“S&P”): BBB
- According to S&P, an obligation rated BBB exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.
- Moody's Investor Services Limited (“Moody's”): Baa2
- According to Moody's, obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier 2 indicates a mid-range ranking.
- Each of S&P and Moody's is established in the UK and registered under Regulation (EC) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the EUWA (the “UK CRA Regulation”). Each of S&P and Moody's appears on the latest update of the list of registered credit rating agencies (as of the date of these Final Terms) on the FCA's Financial Services Register.
- Each of S&P and Moody's is not established in the EEA and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended, the “CRA Regulation”). However, the ratings S&P and Moody's have given to the Notes are endorsed by S&P Global Ratings Europe Limited and Moody's Deutschland GmbH respectively, which are each established in the EEA and registered under the CRA Regulation.

### 3. Interests of Natural and Legal Persons involved in the Offer

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. Reasons for the Offer and estimated net proceeds

- Reasons for the offer: The proceeds of the issue will be used for general corporate purposes of the Issuer's business.
- Estimated net proceeds: EUR746,692,500

### 5. Yield

- Indication of yield: 3.644 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. Operational Information

- (i) ISIN: XS2909822517
- (ii) Common Code: 290982251
- (iii) CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional paying agent(s) (if any): Not Applicable
- (viii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
- (ix) Relevant Benchmark: Not Applicable

## 7. Distribution

- (i) If syndicated, names of **Joint Lead Managers**:  
 Barclays Bank PLC  
 Commerzbank Aktiengesellschaft  
 Merrill Lynch International  
 MUFG Securities EMEA plc  
 Wells Fargo Securities International Limited  
  
**Co-Managers**  
 Bank of China Limited, London Branch  
 Truist Securities, Inc.
- (ii) Stabilisation Manager (if any): Barclays Bank PLC
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) Prohibition of Sales to EEA Retail Investors: Applicable
- (v) Prohibition of Sales to UK Retail Investors: Applicable
- (vi) U.S. selling restrictions: Reg. S Compliance Category 2; TEFRA not applicable