

InterContinental Hotels Group PLC

Form of Proxy

Extraordinary General Meeting of InterContinental Hotels Group PLC to be held at 12.00 p.m. on Thursday 1 June 2006.

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2625 - 030 - 4

Reference Number

Card ID

Account Number

I/We hereby appoint the Chairman of the Meeting or to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of InterContinental Hotels Group PLC to be held at 12.00 p.m. on Thursday 1 June 2006 and at any adjournment thereof. I request my/our proxy to vote in the manner indicated below:

RESOLUTIONS:

		FOR	AGAINST	WITHHELD
1	Consolidation of share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date: 2006

Signature:

Notes

- 1 Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the Meeting. A member so entitled may appoint (a) proxy(ies) who need not be (a) member(s) to attend and, on a poll, vote on his/her behalf. A proxy may not speak at the Meeting except with the permission of the Chairman of the Meeting.
- 2 If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete "the Chairman of the Meeting or".
- 3 Please indicate with an "X" in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions) which may come before the Meeting.
- 4 The "Withheld" option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
- 5 A corporation must seal the Form of Proxy or have it signed by an officer or attorney or other person authorised to sign.
- 6 In the case of joint holders, only one need sign this Form of Proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- 7 To be valid this Form of Proxy must reach the Company's Registrar, Lloyds TSB Registrars, by no later than 12.00 p.m. on Tuesday 30 May 2006. Lodgement of a Form of Proxy does not prevent a member from attending the Meeting in person.
- 8 **If you prefer to return this Form of Proxy in an envelope, then please do so using the following address: Lloyds TSB Registrars, FREEPOST SE9439, The Causeway, Worthing BN99 6DW. A stamp is not required if posted in Great Britain, Channel Islands or Northern Ireland.**
- 9 Electronic Proxy Appointment ("EPA") is available for this Meeting. To use this facility you must visit www.sharevote.co.uk where details of the procedure are shown. The reference number, card ID and account number shown above will be required to complete the procedure. EPA will not be valid if received after 12.00 p.m. on Tuesday 30 May 2006 and will not be accepted if found to contain a computer virus.
- 10 The CREST electronic proxy appointment service is available for this Meeting. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST Manual, so as to reach the Company's Registrar, Lloyds TSB Registrars (CREST participant ID 7RA01) by no later than 12.00 p.m. on Tuesday 30 May 2006.

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BUSINESS REPLY SERVICE
LICENCE NO. SEA9439

Do not affix postage stamps if posted in
Great Britain, Channel Islands or Northern Ireland

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Lloyds TSB Registrars
The Causeway
WORTHING
BN99 6DW