



InterContinental Hotels Group

Notice of Annual General Meeting of InterContinental Hotels Group PLC

to be held at:

The Brewery, Chiswell Street, London EC1Y 4SD,
on Friday, 27 May 2011, at 11.00am.

This document is important and requires your immediate attention

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in InterContinental Hotels Group PLC, please pass this document and the accompanying Form of Proxy to the stockbroker, bank or other agent through whom you made the sale or transfer for transmission to the purchaser or transferee.

A Form of Proxy for the Annual General Meeting (the 'Meeting') is enclosed and, to be valid, should be completed, signed and returned so as to reach the Company's Registrar, Equiniti, by no later than 11.00am on Wednesday, 25 May 2011 (or, if the Meeting is adjourned, 48 hours before the time for the holding of the adjourned Meeting). Completion and return of the Form of Proxy will not prevent you from attending and voting at the Meeting in person, should you so wish.

Electronic Proxy Appointment is available for this Annual General Meeting. This facility enables shareholders to lodge their proxy appointment by electronic means through the Registrar's website, www.sharevote.co.uk, or, for those who hold their shares in CREST, through the CREST electronic proxy appointment service. Further details are set out in the notes to this document.

At the Meeting itself, the votes will be taken by poll rather than on a show of hands. The results of the polls will be announced as soon as practicable and will appear on the Company's website www.ihgplc.com/investors under financial library.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of InterContinental Hotels Group PLC (the 'Company') will be held at The Brewery, Chiswell Street, London EC1Y 4SD on Friday, 27 May 2011, at 11.00am, or at any adjournment thereof, for the following purposes:

RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 8 will be proposed as ordinary resolutions and numbers 9 to 11 as special resolutions.

- 1 To receive the Company's financial statements for the year ended 31 December 2010, together with the Reports of the Directors and the Auditors.
- 2 To approve the Directors' Remuneration Report for the year ended 31 December 2010.
- 3 To declare a final dividend on the ordinary shares of 13²⁹/₄₇p each in the capital of the Company ('ordinary shares').
- 4 As separate resolutions, to elect (a) James Abrahamson and (b) Kirk Kinsell, and to re-elect (c) Graham Allan, (d) Andrew Cosslett, (e) David Kappler, (f) Ralph Kugler, (g) Jennifer Laing, (h) Jonathan Linen, (i) Richard Solomons, (j) David Webster and (k) Ying Yeh as Directors of the Company.
- 5 To reappoint Ernst & Young LLP as Auditors of the Company to hold office until the conclusion of the next General Meeting at which accounts are to be laid before the Company.
- 6 To authorise the Audit Committee of the Board to agree the Auditors' remuneration.

7 POLITICAL DONATIONS

- i THAT the Company, and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect, be authorised for the purposes of Part 14 of the Companies Act 2006 (the '2006 Act'), during the period from the date of the passing of this resolution to the date upon which the Company's Annual General Meeting in 2012 concludes or on 1 July 2012, whichever is the earlier:
 - (a) to make political donations to political parties, and/or independent election candidates;
 - (b) to make political donations to political organisations other than political parties; and
 - (c) to incur political expenditure,provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000;
- ii THAT all existing authorisations and approvals relating to political donations or expenditure are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
- iii THAT words and expressions defined for the purpose of the 2006 Act shall have the same meaning in this resolution.

8 ALLOTMENT OF SHARES

- i THAT the Directors be and are hereby generally and unconditionally authorised pursuant to, and in accordance with, Section 551 of the 2006 Act to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (a) up to an aggregate nominal amount of £13,155,166; and
 - (b) comprising equity securities, as defined in Section 560 of the 2006 Act, up to a nominal amount of £26,310,332 (including within such limit any shares issued or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (1) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (2) to holders of other equity securities as required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal, regulatory or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter whatsoever.

This authority shall hereby take effect from the date of the passing of this resolution to the date upon which the Company's Annual General Meeting in 2012 concludes or on 1 July 2012, whichever is the earlier, provided that, in each case, the Company may, before this authority expires, make offers and enter into agreements which would, or might, require shares in the Company to be allotted or rights to subscribe for or convert any security into shares to be granted after this authority expires and the Directors may allot shares in the Company or grant rights under any such offer or agreement as if this authority had not expired;

- ii subject to paragraph iii below, all existing authorities given to the Directors pursuant to Section 551 of the 2006 Act by way of the ordinary resolution of the Company passed on Friday, 28 May 2010 be revoked by this resolution; and
- iii paragraph ii above shall be without prejudice to the continuing authority of the Directors to allot shares or grant rights to subscribe for, or convert any security into, shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.'

9 DISAPPLICATION OF PRE-EMPTION RIGHTS

'THAT, subject to the passing of Resolution 8 above, and in place of the power given to them pursuant to the special resolution of the Company passed on Friday, 28 May 2010, the Directors shall be given the power pursuant to Sections 570 and 573 of the 2006 Act to allot equity securities (as defined in Section 560 of the 2006 Act) for cash pursuant to the authority given by Resolution 8 as if Section 561 of the 2006 Act did not apply to the allotment, but this power shall be limited:

- i to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 8i(b), by way of a rights issue only) to or in favour of:
 - (a) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal, regulatory or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter whatsoever; and

- ii in the case of the authority granted under Resolution 8i(a), to the allotment (otherwise than under paragraph i above) of equity securities up to an aggregate nominal amount of £1,973,275.

This authority shall hereby take effect from the date of the passing of this resolution to the date upon which the Company's Annual General Meeting in 2012 concludes or on 1 July 2012, whichever is the earlier, provided that before this authority expires the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after this authority expires and the Directors may allot equity securities under any such offer or agreement as if this authority had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(3) of the 2006 Act as if in the first paragraph of this resolution the words "pursuant to the authority given by Resolution 8" were omitted.'

10 AUTHORITY TO PURCHASE OWN SHARES

'THAT the Company is hereby generally and unconditionally authorised to make market purchases (as defined in Section 693 of the 2006 Act) for the purpose of Section 701 of the 2006 Act of ordinary shares on such terms and in such manner as the Directors think fit provided that:

- i the maximum aggregate number of ordinary shares hereby authorised to be purchased is 28,982,476;
- ii the minimum price which may be paid for each ordinary share is 13²⁹/₄₇p per share;
- iii the maximum price (exclusive of all expenses) which may be paid for each ordinary share is an amount equal to the higher of (a) 105 per cent of the average of the middle market quotations for the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (b) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003; and
- iv the authority hereby conferred shall take effect on the date of the passing of this resolution and shall expire on the date upon which the Company's Annual General Meeting in 2012 concludes or on 1 July 2012, whichever is the earlier (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date), unless such authority is renewed prior to such time.'

11 NOTICE OF GENERAL MEETINGS

'THAT a General Meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice during the period from the date of the passing of this resolution to such authority expiring on the date upon which the Company's Annual General Meeting in 2012 concludes.'

By order of the Board
George Turner
Company Secretary
14 February 2011

Registered in England, Number: 5134420
Registered Office:
Broadwater Park
Denham, Buckinghamshire UB9 5HR

RESOLUTION 8 – AUTHORITY TO ALLOT SHARES

The Association of British Insurers' ('ABI') guidelines state that ABI members will permit, and treat as routine, (i) a request for authorisation to allot up to one-third of the current total issued share capital of the Company, together with the number of shares required to be allotted in respect of share incentive schemes; and (ii) a request for authorisation to allot up to a further one-third of the Company's current total issued share capital, provided that such additional allotment is only applied to fully pre-emptive rights issues. The Board considers it appropriate that the Company should follow these guidelines.

Accordingly, under Resolution 8(i)(a), the Directors are seeking authority to allot shares up to an aggregate nominal amount of £13,155,166 pursuant to Section 551 of the 2006 Act, which is equivalent to approximately one-third of the total issued share capital of the Company (excluding treasury shares²) as at 14 February 2011. Under Resolution 8(i)(b), the Directors are seeking authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to a further aggregate nominal amount of £13,155,166, which is equivalent to approximately one-third of the total issued share capital of the Company (excluding treasury shares) as at 14 February 2011.

Therefore, the total authorisation sought by Resolution 8 is equal to approximately two-thirds of the total issued share capital of the Company (excluding treasury shares) as at 14 February 2011.

The Directors have no present intention of exercising this authority other than in connection with the Company's share incentive schemes but they consider it desirable to have the maximum flexibility permitted by corporate governance guidelines. If such authority is exercised, the Directors intend to follow best practice with respect to its use as recommended by the ABI, including all Directors standing for re-election.

This authority will expire on the date upon which next year's Annual General Meeting concludes or on 1 July 2012, whichever is the earlier.

RESOLUTION 9 – DISAPPLICATION OF PRE-EMPTION RIGHTS

The Directors, pursuant to Section 561 of the 2006 Act, are seeking authority to allot shares for cash without first being required to offer such securities to existing shareholders in proportion to their existing shareholdings and to dispose of shares held in treasury, other than by way of a rights issue or in connection with any other pre-emptive offer, up to an aggregate nominal amount of £1,973,275, which is equivalent to approximately 5 per cent of the total issued share capital of the Company as at 14 February 2011.

In line with the Pre-emption Group's Statement of Principles, the Directors do not intend to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company within a rolling three-year period without prior consultation with the shareholders.

This authority will expire on the date upon which next year's Annual General Meeting concludes or on 1 July 2012, whichever is the earlier.

RESOLUTION 10 – AUTHORITY TO PURCHASE OWN SHARES

The Company is seeking authority to purchase up to 28,982,476 ordinary shares, this being approximately 10 per cent of its total issued share capital as at 14 February 2011, at, or between, the minimum and maximum prices specified in this resolution. This power would be used only after careful consideration by the Directors having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors would exercise this authority to purchase ordinary shares only if they considered it to be in the best interests of shareholders and if the purchase could be expected to result in an increase in earnings per share. Since March 2004, the Company has conducted a number of share repurchase programmes.

There were outstanding, at 14 February 2011, options to subscribe for 2,939,245 ordinary shares, representing 1.01 per cent of the Company's current total issued share capital. If the full 10 per cent share repurchase authority was utilised, the options outstanding would represent 1.13 per cent of the current total issued share capital.

This authority will expire on the date upon which next year's Annual General Meeting concludes or on 1 July 2012, whichever is the earlier.

RESOLUTION 11 – NOTICE OF GENERAL MEETINGS

Under the Companies (Shareholders' Rights) Regulations 2009 the notice period for general meetings (other than annual general meetings) has been extended to not less than 21 clear days. The Company is able to preserve the authority to call a General Meeting, other than an Annual General Meeting, on not less than 14 clear days' notice, provided shareholders have approved this by passing a special resolution annually. Accordingly, Resolution 11 is seeking to renew the authority granted at the Annual General Meeting in 2010. The Company will give due consideration to whether to use the reduced notice period for the calling of a General Meeting, as permitted by the passing of this resolution, and will not use it as a matter of routine but only where such flexibility is necessary. The Company will comply with the requirement to provide appropriate facilities for shareholders to vote by electronic means at General Meetings held on less than 21 clear days' notice. This resolution is valid up to next year's Annual General Meeting, when it is intended that a similar resolution will be proposed.

The Directors believe that the adoption of all the resolutions set out in this Notice of Annual General Meeting is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions, as each Director intends to do in respect of his or her own beneficial holdings.

² Treasury shares are shares in the Company which are owned by the Company itself. The Company, following purchase of its own shares, is able to hold such shares in treasury instead of cancelling them. Such shares may subsequently be resold for cash, transferred to an employee share scheme or cancelled. Any shares bought back by the Company and held in treasury will not rank for dividends and will not carry any voting rights. The Company's Articles of Association provide for dealing with treasury shares, including ensuring that the sale of treasury shares by the Company is subject to the same pre-emption rights (and exceptions) as the allotment of new shares. The Company does not currently hold any treasury shares.

Technical notes

- 1 A member is entitled to appoint another person, who need not be a member, as his proxy to exercise all or any of his rights to attend, speak and vote at this Annual General Meeting. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
- 2 A Form of Proxy is enclosed. To be valid, the Form of Proxy must be received by the Company's Registrar, Equiniti, by no later than 11.00am on Wednesday, 25 May 2011 or, if the Meeting is adjourned, 48 hours before the time for holding the adjourned Meeting. The appointment of a proxy will not prevent a member from subsequently attending, speaking and voting at the Meeting in person.
- 3 If you wish, you may register the appointment of a proxy for this Meeting electronically, by logging on to the Registrar's website, www.sharevote.co.uk, where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on your Form of Proxy will be required to complete the procedure. Electronic Proxy Appointment will not be valid if received after 11.00am on Wednesday, 25 May 2011, or if the Meeting is adjourned, 48 hours before the time for holding the adjourned Meeting, and will not be accepted if found to contain a computer virus.
- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this Meeting by using the procedures described in the CREST Manual available on the Euroclear website, www.euroclear.com/CREST. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order to be valid, the appropriate CREST Proxy Instruction must be transmitted so as to be received by the Company's agent (CREST participant ID RA19) by 11.00am on Wednesday, 25 May 2011, or if the Meeting is adjourned, 48 hours before the time for holding the adjourned Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s) to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting system providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 5 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 6 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act ('nominated persons'). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy for the Meeting. If nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 7 Holders of ordinary shares are entitled to attend and vote at General Meetings of the Company. On a vote by show of hands, every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote, unless the proxy has been appointed by more than one member and has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution, in which case the proxy has one vote for and one vote against. On a poll vote, every member who is present in person or by proxy has one vote for every ordinary share of which he/she is the holder.
- 8 The Company, pursuant to the Uncertificated Securities Regulations 2001, specifies that only those members on the Register of Members as at 6.00pm on Wednesday, 25 May 2011 or, if the Meeting is adjourned, on the Register of Members at 6.00pm two days prior to the date of any adjourned Meeting, shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members after the relevant above-mentioned deadline shall be disregarded in determining the right of any person to attend and vote at the Meeting.
- 9 As at 14 February 2011 the Company's total issued share capital consists of 289,824,760 ordinary shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at 14 February 2011 is 289,824,760.
- 10 Under Section 319A of the 2006 Act, any member attending the Meeting has the right to ask questions in relation to the business of the Meeting. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
- 11 Under Sections 338 and 338A of the 2006 Act, members may request the Company to include in the business to be dealt with at the Annual General Meeting any matter (other than a proposed resolution) which may be properly included in the business, provided that it is not defamatory, frivolous or vexatious. The Company will include such matter if sufficient requests have been received by members who have at least 5 per cent of the total voting rights or by at least 100 members who hold shares on which there has been an average sum, per member, of at least £100 paid up and submitted in the manner detailed in Sections 338 and 338A of the 2006 Act.
- 12 Members should also note that it is possible that, pursuant to requests made under Section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to (i) the audit of the Company's financial statements (including the Auditors' Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an Auditor of the Company appointed since the previous meeting at which the annual report and financial statements were laid. The Company may not require the members requesting such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement under Section 527 of the 2006 Act, it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.
- 13 Members may not use any electronic address provided in either this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
- 14 A copy of this Notice and other information required by Section 311A of the 2006 Act can be found at the Company's corporate website www.ihgplc.com/investors