

8 October 2012

## **InterContinental Hotels Group PLC (“IHG” or the “Company”)**

### **Results of General Meeting: Special Dividend and Share Consolidation**

At IHG’s General Meeting held today, Monday, 8 October 2012, Shareholders approved both of the Resolutions set out in the Notice of General Meeting sent to Shareholders on Friday, 14 September 2012 in connection with IHG’s proposed Share Consolidation and the obtaining of a new authority to enable the Company to make market purchases of its New Ordinary Shares following the implementation of the Share Consolidation. The expected timetable remains as previously announced.

#### **Special Dividend**

The Share Consolidation was proposed in the context of a Special Dividend of US\$1.72 (108.4 pence) per Existing Ordinary Share or per ADS (as applicable) immediately prior to the Share Consolidation. Following today’s approval of both of the Resolutions by Shareholders, the Board has approved the payment of the Special Dividend of US\$1.72 (108.4 pence) per Existing Ordinary Share or per ADS (as applicable) to Shareholders on the Register as at 6.00pm today, Monday, 8 October 2012, in sterling and to ADR holders on the ADR register as at 4.00pm (New York time) today, Monday, 8 October 2012 (being the close of business on the day before the ADR effective date), in US dollars, such dividend to be paid on Monday, 22 October 2012.

#### **Listing and Trading Application**

Application has been made for 272,220,410 New Ordinary Shares of 14<sup>194</sup>/<sub>329</sub> pence to be admitted to the premium segment of the Official List to the UK Listing Authority and to be admitted to trading on the London Stock Exchange’s main market for listed securities to the London Stock Exchange. It is expected that dealings in the New Ordinary Shares will commence on Tuesday, 9 October 2012. Application has also been made for a further 2,096,804 IHG Ordinary Shares of 14<sup>194</sup>/<sub>329</sub> pence to be block listed, consisting of 883,796 shares under the InterContinental Hotels Group Executive Share Option Plan and 1,213,008 shares under the InterContinental Hotels Group Sharesave Plan. Upon issue, these shares will rank pari passu with the existing New Ordinary Shares.

#### **Results of General Meeting**

Voting was conducted by way of a poll on both the Resolutions proposed at the General Meeting. The number of votes for and against each of the Resolutions put before the General Meeting and the number of votes withheld were as follows:

	<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Total Votes</b>	<b>Votes Withheld</b>
1.	Consolidation of share capital	199,691,578	99.92	167,158	0.08	199,858,736	909,252
2.	Authority to purchase own shares	200,155,483	99.84	329,364	0.16	200,484,847	283,141

**NOTES:**

1. The 'For' vote includes those giving the Chairman discretion.
2. Votes 'Withheld' are not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.
3. The total number of Existing Ordinary Shares in issue on Thursday, 4 October 2012 was 291,664,726. The Company does not have any treasury shares.
4. Copies of the Resolutions passed, other than resolutions concerning ordinary business, will be submitted to the UK Listing Authority via the National Storage Mechanism and will be available in due course for inspection at [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do). A copy of the Resolution to obtain a new authority to enable the Company to make market purchases of its New Ordinary Shares following the implementation of the Share Consolidation, which was passed is set out in Annex 1 hereto.

All definitions used in the Circular to Shareholders dated Friday, 14 September 2012 have the same meaning when used in this announcement.

**For further information**

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**Notes for editors**

IHG (InterContinental Hotels Group) [LON:IHG, NYSE:IHG (ADRs)] is a global organisation with nine hotel brands including InterContinental® Hotels & Resorts, Hotel Indigo®, Crowne Plaza® Hotels & Resorts, Holiday Inn® Hotels and Resorts, Holiday Inn Express®, Staybridge Suites®, Candlewood Suites®, as well as our two newest brands, EVEN™ Hotels and HUALUXE™ Hotels & Resorts. IHG also manages Priority Club® Rewards, the world's first and largest hotel loyalty programme with over 67 million members worldwide. IHG franchises, leases, manages or owns over 4,500 hotels and more than 666,000 guest rooms in nearly 100 countries and territories. With more than 1,000 hotels in its development pipeline, IHG expects to recruit around 90,000 people into additional roles across its estate over the next few years. InterContinental Hotels Group PLC is the Group's holding company and is incorporated in Great Britain and registered in England and Wales.

Visit [www.ihg.com](http://www.ihg.com) for hotel information and reservations and [www.priorityclub.com](http://www.priorityclub.com) for more on Priority Club Rewards.

For our latest news, visit [www.ihg.com/media](http://www.ihg.com/media), [www.twitter.com/ihgplc](http://www.twitter.com/ihgplc), [www.facebook.com/ihg](http://www.facebook.com/ihg) or [www.youtube.com/ihgplc](http://www.youtube.com/ihgplc).

## ANNEX 1

### Resolution 2: Authority to enable the Company to make market purchases of its New Ordinary Shares following the implementation of the Share Consolidation

That, subject to and conditional upon the resolution to approve the proposed Share Consolidation being passed and becoming unconditional, the Company shall be and is hereby generally and unconditionally authorised to make market purchases (as defined in Section 693 of the Companies Act 2006) for the purpose of Section 701 of the Companies Act 2006 of New Ordinary Shares on such terms and in such manner as the Directors think fit provided that:

- (a) the maximum aggregate number of New Ordinary Shares that may be purchased under this authority is 27,217,301;
- (b) the minimum price which may be paid for each New Ordinary Share is  $14\frac{194}{329}$  per share;
- (c) the maximum price (exclusive of all expenses) which may be paid for each New Ordinary Share is an amount equal to the higher of (i) 105 per cent. of the average of the middle market quotations for a New Ordinary Share 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 (ii) that stipulated by Article 5(1) of the Buy-Back and Stabilisation Regulations 2003; and

this authority will expire at the conclusion of the next annual general meeting of the Company in 2013 or on 1 July 2013, whichever is earlier (except in relation to the purchase of New 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.