



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION\***

April 2017

Dear Shareholder

**InterContinental Hotels Group PLC (IHG) Notice of 2017 Annual General Meeting (AGM)**

Further to my letter of March 2017 to shareholders, I am pleased to enclose the Notice of this year's Annual General Meeting. The Meeting will be held at 11.00am on Friday 5 May 2017, at the InterContinental London Park Lane, One Hamilton Place, Park Lane, London W1J 7QY.

The Notice of AGM, together with the enclosed Form of Proxy, set out the resolutions to be put to the AGM and information about the business of the AGM.

**The Board**

As with previous years, all of IHG's Directors are offering themselves to be re-elected as Directors and, following her appointment to the board on 1 March 2017, Malina Ngai will offer herself for election.

**Special dividend**

As I mentioned in my letter of March 2017, the Board announced in February its intention to return US\$400 million to shareholders by way of a special dividend with a share consolidation. The proposed special dividend represents US\$2.025 per existing ordinary share. The corresponding amount in pounds sterling will be announced on 11 May 2017, calculated based on the average of the market exchange rates for the three dealing days commencing 8 May 2017. The special dividend is expected to be paid on 22 May 2017 to shareholders on the register at the close of business on 5 May 2017.

**Share Consolidation**

The proposed share consolidation in connection with the special dividend is intended to maintain comparability, as far as possible, of IHG's share price before and after the payment of the special dividend.

As all ordinary shares in IHG will be consolidated, each shareholder's percentage holdings in the total issued share capital of IHG immediately before and after the implementation of the share consolidation will (save in respect of fractional entitlements) remain unchanged.

The share consolidation will replace every 47 existing ordinary shares with 45 new ordinary shares. Fractional entitlements arising from the share consolidation will be aggregated and sold in the market on behalf of the relevant shareholders. The proceeds of the sale are expected to be sent to shareholders on 16 May 2017.

Further details of the special dividend and share consolidation are set out in Appendices I and II of the Notice of AGM.

continued . . .



\*IHG® Rewards Club not applicable to Kimpton® Hotels & Restaurants; to be included at a future date.

## Recommendation

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

Your vote is important to us, so, if you cannot attend the AGM, please complete, sign and return the enclosed Form of Proxy to our Registrar, Equiniti. Alternatively, you can register your vote in advance electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need the Voting ID, Task ID and Shareholder Reference Number shown on your Form of Proxy. The results of the voting will be published on our website as soon as practicable after the AGM.

## Electronic Communications

If, in future, you wish to receive an email notification (rather than a letter on paper) whenever shareholder documents and information are available on our website, please register your email address at [www.shareview.co.uk](http://www.shareview.co.uk). You will need your Shareholder Reference Number, which can be found on your Form of Proxy. We will then send you an email message each time we display a shareholder document on our website.

If at any time you want to change the way you receive shareholder documents, want a paper copy of a specific document, have any queries regarding this letter or are unable to locate the documents on our website, please contact our Registrar at the following address:

Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA  
Telephone 0371 384 2132<sup>†</sup> (UK calls)  
+44 (0) 121 415 7034 (non-UK calls)  
0371 384 2255<sup>†</sup> (textphone\*\* for UK calls)  
+44 (0) 121 415 7028 (textphone\*\* for non-UK calls)

The AGM provides a useful forum for direct communications with shareholders and I look forward to seeing as many of you as possible and answering any questions that you may have.

Yours faithfully



**Patrick Cescau**  
Chairman

\* 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 as soon as possible.

If you have sold or transferred all your shares in InterContinental Hotels Group PLC, please pass this letter and the accompanying documents to the stockbroker, bank or other agent through whom you made the sale or transfer for forwarding on to the purchaser or transferee.

This notification is not a summary of the business to be transacted at the AGM and should not be regarded as a substitute for reading the Notice of AGM in full before taking a decision.

<sup>†</sup> Lines are open 8.30am-5.30pm Monday to Friday, excluding UK public holidays.

\*\* Callers must have compatible equipment.