## Form **8937**

(December 2011) Department of the Treasury Internal Revenue Service

### Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part Reporting Issuer			
1 Issuer's name			2 Issuer's employer identification number (EIN)
INTERCONTINENTAL HOTELS GROUP, PLC			98-0677241
		Felephone No. of contact	5 Email address of contact
		OSS ATTAQUED OTATIONS	I and a state of the same
		SEE ATTACHED - STATEMENT 1	investor.relations@ihq.com 7 City, town, or post office, state, and Zip code of contact
6 Number and street (or P.O. box if mail is not delivered to street address) of contact			7 City, town, or post office, state, and zip code of contact
SEE ATTACHED - STATEMENT 1			SEE ATTACHED - STATEMENT 1
8 Date of action		9 Classification and description	
100000 211020-		000000000000000000000000000000000000000	
MAY 8, 2017		ORDINARY SHARES	13 Account number(s)
10 CUSIP number 11 Serial r	number(s)	12 Ticker symbol	13 Account number(s)
45857P 70 7		IHG	
Part II Organizational Actio	n Attach ad	ditional statements if needed. Se	e back of form for additional questions.
14 Describe the organizational action	and if applic	able, the date of the action or the date	against which shareholders' ownership is measured for
·			
n			
15 Describe the quantitative effect of	the organizat	ional action on the basis of the securi	ty in the hands of a U.S. taxpayer as an adjustment per
			NSOLIDATED BY INTERCONTINENTAL HOTELS
			ISSUED SHARE CAPITAL IMMEDIATELY BEFORE
			REMAINED UNCHANGED WITH THE EXCEPTION
			S. A US HOLDER'S TAX BASIS IN ITS NEW SHARES
			ES OR ADSs LESS ANY TAX BASIS ALLOCABLE
TO ANY FRACTIONAL ENTITLEMENT	TO A NEW C	ORDINARY SHARE OF ADS.	
4			
			tion, such as the market values of securities and the OR ADSs GENERALLY EQUALS ITS OLD TAX
			BLE TO ANY FRACTIONAL ENTITLEMENT TO A
NEW ORDINARY SHARE OF ADS.			
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Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**Preparer** 

**Use Only** 

Firm's name

Firm's address ▶

self-employed

Firm's EIN ▶

Phone no.

# INTERCONTINENTAL HOTELS GROUP, PLC FORM 8937 - STATEMENT 1 ATTACHMENT

The Company paid on Monday 22 May 2017, a special dividend of US\$2.025 per each ordinary share outstanding as of Friday 5 May 2017. The Company consolidated its shares in order to broadly maintain comparability, as far as possible, of the share price before and after the payment of the special dividend.

The effect of the share consolidation was that shareholders on the register at the close of business on Friday 5 May, received 45 new ordinary shares for 47 existing ordinary shares and in that proportion for any other number of existing ordinary shares then held. The proportion of the total issued share capital of the Company held by each shareholder immediately before and following the share consolidation, save for fractional entitlements, remained unchanged. Apart from having a different nominal value, each new ordinary share carries the same rights as set out in the Company's Articles of Association that attached to the old ordinary shares.

Shareholders whose holdings of old ordinary shares that could not be consolidated into whole numbers of new ordinary shares were left with a fractional entitlement. New ordinary shares representing the aggregated number of such fractional entitlements were sold in the market on Monday 8 May 2017 for an average gross price of 4142.635 pence on behalf of the relevant shareholders. The net proceeds of the sale, after the deduction of the expenses of the sale, were paid in due proportion to the relevant shareholders on Tuesday 16 May 2017. Shareholders who held only one ordinary share received only cash.

For further information regarding the special dividend and share consolidation, please see the Notice of General Meeting at

https://www.ihgplc.com/investors/shareholder-centre/agms-and-meetings

#### **Contact Information**

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### **IHG**

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