

**COMPANY NUMBER 5134420**

**COMPANIES ACT 2006**

THURSDAY



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14/05/2015

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COMPANIES HOUSE

**COMPANY LIMITED BY SHARES**

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**SPECIAL BUSINESS**  
**OF**  
**INTERCONTINENTAL HOTELS GROUP PLC**

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**PASSED ON 8 MAY 2015**

At the ANNUAL GENERAL MEETING of InterContinental Hotels Group PLC, duly convened and held on 8 May 2015, the following Resolutions were duly passed

**AS ORDINARY RESOLUTIONS:**

**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 and to grant rights to subscribe for, or to convert any security into, shares in the Company
  - (a) up to an aggregate nominal amount of £12,439,814, and
  - (b) comprising equity securities, as defined in Section 560 of the 2006 Act, up to an aggregate nominal amount of £24,879,628 (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 until the conclusion of the Company's AGM in 2014 in 2016, or the close of business on 1 July 2016, 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 THAT 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, 2 May 2014 be revoked by this resolution, and
- iii THAT 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

#### **AS SPECIAL RESOLUTIONS:**

#### **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, 2 May 2014, 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. 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 £1,957,157

This authority shall hereby take effect from the date of the passing of this resolution until the conclusion of the Company's AGM in 2016, or the close of business on 1 July 2016, 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 be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the 2006 Act to make market purchases (within the meaning of Section 693(4) 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 23,611,725,
- ii the minimum price which may be paid for each ordinary share is 15<sup>265/</sup><sub>329</sub> pence 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 conclusion of the Company's AGM in 2016, or at the close of business on 1 July 2016, 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 AGM, may be called on not less than 14 clear days' notice during the period from the date of the passing of this resolution to the date upon which the Company's AGM in 2016 concludes

A handwritten signature in black ink, appearing to read 'Nicolette Henfrey', with a stylized, flowing script.

**Nicolette Henfrey**

**Deputy Company Secretary & Head of Corporate Legal**