

COMPANY NUMBER 5134420

COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

THURSDAY



AC35B0W3

A04

18/05/2023

#97

COMPANIES HOUSE

INTERCONTINENTAL HOTELS GROUP PLC

PASSED ON 5 MAY 2023

At the ANNUAL GENERAL MEETING of InterContinental Hotels Group PLC, duly convened and held on 5 May 2023 at Crowne Plaza Gerrards Cross, Oxford Road, Beaconsfield, Buckinghamshire HP9 2XE, the following Resolutions were duly passed:

AS ORDINARY RESOLUTIONS.

9. ADOPTION OF NEW DEFERRED AWARD PLAN RULES

THAT the Company adopt the InterContinental Hotels Group PLC Deferred Award Plan ('DAP') rules ('DAP Rules') in the form produced to the AGM and initialled by the Chair of the AGM for the purposes of identification, the principal terms of which are summarised in Appendix 3 to the Notice of AGM, and that the Directors be authorised:

- i. to establish such further schedules to the DAP Rules for the benefit of employees of the Company and/or its subsidiaries who are located outside of the United Kingdom, with such modifications as may be necessary or desirable to take account of applicable exchange control, tax legislation or local securities laws in the relevant jurisdiction, provided that any ordinary shares of the Company made available under such plans shall be treated as counting against any individual or overall limits contained in the DAP Rules; and
- ii. to do all other acts and things as they may, in their absolute discretion, consider appropriate to implement the DAP.

10. 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 £12,174,486; and

(b) comprising equity securities, as defined in Section 560 of the 2006 Act, up to an aggregate nominal amount of £12,174,486 (including within such limit, the nominal value of any shares issued or rights granted under paragraph (a) above) in connection with an offer to:

- (1) holders of ordinary shares in the Company in proportion, as nearly as may be practicable, to their existing holdings; and
- (2) holders of 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 2024, or the close of business on 1 July 2024, 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 10(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 6 May 2022 be revoked by this resolution; and
- iii. THAT paragraph 10(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.

11. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of Resolution 10 above, and in place of the power given to them pursuant to the special resolution of the Company passed on Friday 6 May 2022, the Directors be generally empowered pursuant to section 570 and section 573 of the 2006 Act to allot equity securities (as defined in the 2006 Act) for cash pursuant to the authority given by Resolution 10 as if section 561(1) of the 2006 Act did not apply to any such allotment or sale. This power:

- i. shall be limited to the allotment of equity securities in connection with an offer of equity securities to or in favour of:
 - (a) holders of ordinary shares in the Company in proportion, as nearly as may be practicable, to their existing holdings; and

- (b) 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; and

- ii. in the case of the authority given under resolution 10(i)(a) shall be limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 11(i) above and paragraph 11(iii) below) up to an aggregate nominal amount of £3,652,346; and
- iii. when any allotment of equity securities is or has been made pursuant to paragraph 11(ii) above, shall be limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 11(i) or paragraph 11(ii) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 11(ii) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice; and
- iv. expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next AGM of the Company (or, if earlier, at the close of business on 1 July 2024), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and
- v. 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 10' above were omitted.

12. FURTHER DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT subject to the passing of Resolution 10 and in addition to any authority granted under Resolution 11, the Board be generally empowered pursuant to section 570 and section 573 of the 2006 Act, to allot equity securities (as defined in the 2006 Act) for cash pursuant to the authority given by Resolution 10 as if section 561 of the 2006 Act did not apply to any such allotment. This power:

- i. in the case of authority given under resolution 10(i)(a), shall be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,652,346, provided that the allotment is for the purposes of financing (or refinancing, if the authority is to be used within twelve months of the original transaction) a transaction which the Board of the Company

determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice of AGM; and

- ii. when an allotment of equity securities is or has been made pursuant to paragraph 12(i) above, shall be limited to the allotment of equity securities up to an aggregate nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph 12(i) above, provided that any allotment pursuant to this paragraph 12(ii) is for the purposes of a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice; and
- iii. expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next AGM of the Company (or, if earlier, at the close of business on 1 July 2024), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and
- iv. 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 10' were omitted.

13. AUTHORITY TO PURCHASE OWN SHARES

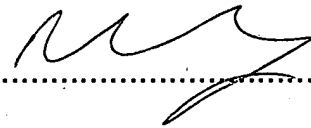
THAT the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the 2006 Act to make market purchases (within the meaning of Section 693(4) of the 2006 Act) of its ordinary shares on such terms and in such manner as the Directors think fit provided that:

- i. the maximum aggregate number of ordinary shares hereby authorised to be purchased is 17,515,456;
- ii. the minimum price (exclusive of expenses) which may be paid for each ordinary share is 20340/399 pence per share, being the nominal value of an ordinary 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% of the average of the middle-market quotations of an ordinary share of the Company, as applicable, as derived from the trading venue where the purchase is carried out for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; 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 2024, or at the close of business on 1 July 2024, 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.

14. 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 2024 concludes.



Nicolette Henfrey
Company Secretary