

INTERCONTINENTAL HOTELS GROUP PLC

Results of 2023 Annual General Meeting

The Annual General Meeting of InterContinental Hotels Group PLC was held on Friday 5 May 2023.

All resolutions set out in the Notice of Meeting were duly passed by way of a poll. The number of votes for and against each of the resolutions put before the Annual General Meeting and the number of votes withheld were as follows:

	RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	TOTAL VOTES	% of ISC	VOTES WITHHELD
1	Report and Accounts 2022	139,307,002	99.99	11,249	0.01	139,318,251	81.03%	542,818
2	Directors' Remuneration Policy	103,155,928	74.85	34,661,408	25.15	137,817,336	80.16%	2,043,591
3	Directors' Remuneration Report 2022	103,932,823	76.94	31,147,109	23.06	135,079,932	78.57%	4,780,994
4	Declaration of final dividend	139,819,948	100	2,455	0.00	139,822,403	81.33%	38,666
5(a)	Election of Michael Glover as a Director	139,753,265	99.96	62,019	0.04	139,815,284	81.32%	45,785
5(b)	Election of Byron Grote as a Director	132,409,424	94.71	7,402,985	5.29	139,812,409	81.32%	48,658
5(c)	Election of Deanna Oppenheimer as a Director	133,430,934	95.44	6,381,526	4.56	139,812,460	81.32%	48,608
5(d)	Re-election of Graham Allan as a Director	136,024,914	97.29	3,788,504	2.71	139,813,418	81.32%	47,651
5(e)	Re-election of Keith Barr as a Director	139,792,457	99.98	23,538	0.02	139,815,995	81.32%	45,074
5(f)	Re-election of Daniela Barone Soares as a Director	138,774,623	99.26	1,038,016	0.74	139,812,639	81.32%	48,430
5(g)	Re-election of Arthur de Haast as a Director	139,786,319	99.98	26,253	0.02	139,812,572	81.32%	48,497
5(h)	Re-election of Duriya Farooqui as a Director	139,541,235	99.81	271,407	0.19	139,812,642	81.32%	48,427
5(i)	Re-election of Jo Harlow as a Director	132,320,376	96.56	4,720,631	3.44	137,041,007	79.71%	2,820,061
5(j)	Re-election of Elie Maalouf as a Director	139,705,375	99.92	110,330	0.08	139,815,705	81.32%	45,363
5(k)	Re-election of Sharon Rothstein as a Director	139,557,460	99.82	256,271	0.18	139,813,731	81.32%	47,338
6	Re-appointment of Auditor	139,375,662	99.68	446,765	0.32	139,822,427	81.33%	38,642
7	Remuneration of Auditor	139,785,416	99.98	33,445	0.02	139,818,861	81.33%	42,064
8	Political Donations	136,302,997	97.50	3,495,090	2.50	139,798,087	81.31%	62,982
9	Adoption of new Deferred Award Plan rules	137,687,130	98.49	2,113,639	1.51	139,800,769	81.32%	60,299
10	Allotment of shares	133,330,227	95.36	6,489,694	4.64	139,819,921	81.33%	41,146
11	Disapplication of pre-emption rights	135,593,110	96.99	4,201,546	3.01	139,794,656	81.31%	66,267
12	Further disapplication of pre-emption rights	130,569,021	93.68	8,809,952	6.32	139,378,973	81.07%	482,094
13	Authority to purchase own shares	139,261,984	99.61	549,422	0.39	139,811,406	81.32%	49,663
14	Notice of General Meetings	131,432,772	94.00	8,386,366	6.00	139,819,138	81.33%	41,930

The Board notes that 25.15% of shareholders voted against the Directors' Remuneration Policy (DRP) (Resolution 2) and 23.06% against the 2022 Directors' Remuneration Report (DRR) (Resolution 3).

The Remuneration Committee Chair's statement accompanying the DRP contained the background and rationale for the updates to the DRP. The DRR included a detailed narrative on the Remuneration Committee reasoning and considerations in the determination of the 2022 Executive Director pay outcomes.

The Board recognises that there exists a range of views across the shareholder base in relation to the approach to Executive Director pay.

In late 2022 and early 2023, the Remuneration Committee consulted extensively with shareholders and the major proxy agencies on the key features of the DRP and the decisions in relation to 2022 pay outcomes. The consultation included engaging with around 60% of the ownership of the Company. All of IHG's 10 largest shareholders voted in support of the DRP; of IHG's 25 largest holders, there were only 3 who voted against.

The Board will engage further with ISS and shareholders who voted against these resolutions in the coming months in accordance with the UK Corporate Governance Code. As part of this process, the Board will seek to understand more about the reasons behind the ISS recommendation and shareholder votes against the DRP and DRR. An update will be provided within six months of the 2023 Annual General Meeting.

Notes:

1. The 'For' vote includes those giving the Chair discretion.
2. Votes 'Withheld' are not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.
3. Resolutions 11 to 14 are special resolutions.
4. IHG's total issued share capital consists of 179,431,083 ordinary shares of 20 ³⁴⁰/₃₉₉ pence each, of which 7,506,782 ordinary shares are held in treasury. The total number of voting rights in the Company is 171,924,301.
5. 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 <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Unless otherwise defined herein, terms used in this announcement shall have the meaning given to them in the Notice of Meeting.

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About IHG Hotels & Resorts

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[IHG Hotels & Resorts](#) [LON:IHG, NYSE:IHG (ADRs)] is a global hospitality company, with a purpose to provide True Hospitality for Good.

With a family of 18 hotel brands and [IHG One Rewards](#), one of the world's largest hotel loyalty programmes, IHG has over 6,000 open hotels in more than 100 countries, and more than 1,900 in the development pipeline.

- **Luxury & Lifestyle:** [Six Senses Hotels Resorts Spas](#), [Regent Hotels & Resorts](#), [InterContinental Hotels & Resorts](#), [Vignette Collection](#), [Kimpton Hotels & Restaurants](#), [Hotel Indigo](#)
- **Premium:** [voco hotels](#), [HUALUXE Hotels & Resorts](#), [Crowne Plaza Hotels & Resorts](#), [EVEN Hotels](#)
- **Essentials:** [Holiday Inn Hotels & Resorts](#), [Holiday Inn Express](#), [avid hotels](#)
- **Suites:** [Atwell Suites](#), [Staybridge Suites](#), [Holiday Inn Club Vacations](#), [Candlewood Suites](#)
- **Exclusive Partners:** [Iberostar Beachfront Resorts](#)

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