

Company No: 575108

**InterContinental Hotels Group Services Company
(the "Company")**

Written Resolution of the Members of the Company

Circulation date: 15 April 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolution (the "**Resolution**") be passed as a special resolution.

SPECIAL RESOLUTION

- 1** THAT, the following be approved and adopted as Article 22(b) of the Articles of Association of the Company in substitution for and to the exclusion of the existing Article 22(b) thereof.

'The Directors and any committee of the Directors, shall be deemed to meet together if, being in separate locations, they are nonetheless linked by conference telephone or other communication equipment which allows those participating to communicate simultaneously with each other, and a quorum in that event shall be two persons so linked. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.'

AGREEMENT

We, the undersigned, being entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of Shareholder

Signature

Date of Signature

Six Continents Limited

Catherine Delt

15/4/09

Six Continents Overseas Holdings Limited

Catherine Delt

15/4/09

TUESDAY



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14/07/2009

COMPANIES HOUSE

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