

**Millennium & Copthorne Hotels plc (the “Company”)****Long Term Incentive Awards**

On 3 August 2015, the following Executive Director and other persons discharging managerial responsibility (“PDMRs”) of the Company, were granted awards entitling them to receive ordinary shares of 30 pence in the Company under the Company’s Long Term Incentive Plan (the “Plan”):

<b>Executive Director</b>	<b>Number of shares covered by the Performance Share Award</b>
Aloysius Lee Tse Sang	134,408
<b>PDMRs</b>	<b>Number of shares covered by the Performance Share Award</b>
Jonathon Grech	14,336
Bhupesh Yadav	19,036

The maximum value of the LTIP award granted to Aloysius Lee Tse Sang, Group Chief Executive Officer, is 150% of his salary as reported in the Company’s Annual Report and Accounts 2014.

**Performance conditions**

The Company’s Remuneration Committee has reviewed the performance conditions associated with the awards and has agreed that they will remain the same as in 2014, namely earnings per share (“EPS”), net asset value (“NAV”) and total shareholder return (“TSR”). However, the weighting applied to each performance measure has been amended so that EPS represents 60%, NAV represents 20% and TSR 20% (split equally between two comparator groups). The Remuneration Committee believes that these revised weightings better align management incentives with delivering the long term business strategy.

The targets, which are set out below, are felt to be appropriately stretching and represent a similar level of difficulty to those applied historically.

<b>Performance measure</b>	<b>Weighting</b>	<b>Threshold</b>	<b>Level of vesting</b>	<b>Maximum</b>	<b>Level of vesting</b>
Cumulative EPS	60%	114 pence	25%	138 pence	100%
NAV growth + Dividends	20%	6% p.a.	25%	13% p.a.	100%
TSR – FTSE 250 <sup>4</sup>	10%	Index	25%	Index + 9% p.a.	100%
TSR – peer group	10%	Median	25%	Median + 9% p.a.	100%

- 1 The awards will normally vest on the third anniversary of the grant date, subject to continued employment, achievement of the above performance measures and other rules of the Plan.
- 2 Vesting levels between threshold and maximum will be assessed on a straight-line basis.

- 3 No consideration was paid for the grant of the awards and no payment is due from the grantees on the vesting and exercise of their awards.
- 4 The TSR FTSE 250 comparator group excludes investment trusts.
- 5 The TSR peer group comprises Accor, Banyan Tree Holdings, Belmond, Choice Hotels International, Hongkong & Shanghai Hotels, Hotel Properties, Hyatt Hotels, Intercontinental Hotels Group, Mandarin Oriental, Marriott International, Melia Hotels International, NH Hotels, Overseas Union Enterprise, Rezidor, Shanghai Jin Jiang International, Shangri-La Asia, Starwood Hotels & Resorts, Whitbread and Wyndham Worldwide.

Jonathon Grech  
Group General Counsel and Company Secretary  
4 August 2015