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COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

88(2)

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

Please do not
write in this
margin

To the Registrar of Companies (address overleaf)
(see note 1)

Company number

218019

Please complete
legibly, preferably
in black type, or
bold block lettering

1. Name of company

* insert full name
of company

* IMPERIAL CHEMICAL INDUSTRIES PLC

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	1,120	369	31
B Nominal value of each	£ 1-00	£ 1-00	£ 1-00
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 6.34	£ 6.19	£ 6.43

Date(s) on which the shares were allotted

(a) [on 7 AUGUST 19 97] £, or

(b) [from _____ 19 _____ to _____ 19 _____] £

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration for which the shares were allotted			

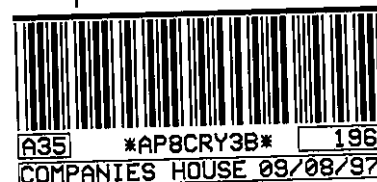
NOTES

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

Presenter's name address, telephone
number and reference (if any):

For official use

Post room



Please do not
write in the
margin

Please complete legibly, preferably in black type, or bold block lettering

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

Date 7/8/97

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

**Companies registered in Scotland
should deliver this form to:-**

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

IMPERIAL CHEMICAL INDUSTRIES PLC

UK SHARES/AVE SCHEME - ALLOTMENT COMMITTEE - 7 AUGUST 1997

SUMMARY

1994 GRANT - OPTIONS @ 634p

LIST DATED 30.07.97 (PAGE 1 ONLY) = 1,120

1995 GRANT - OPTIONS @ 619p

LIST DATED 30.07.97 (PAGE 1 ONLY) = 369

1996 GRANT - OPTIONS @ 643p

LIST DATED 30.07.97 (PAGE 1 ONLY) = 31

1,520

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1994 Option Price 634P

H A L I F A X

1994 ICI PLC

Details of 1995 Options Exercised on 30/7/97

START DATE	N.I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	ROLLNO 95	PAYMENT 95	COST 95	RESIDUE 95	SHARES LAPSED 95	SHARES EXERCISED
01/02/95	WL573856D	07620268	BOBAT	FARUK	MR	3 RYDAL RD BLACKBURN LANCs BB1 5NR	C/3973629-07	99.00	3074.90	4.99	592	485
01/02/95	YE773910C	11867582	CLIFT	ERIC	MR	3 TREFOIL CLOSE HUTTON MEADOWS GUISEBOROUGH CL CLEVELAND TS14 8DT	C/4005107-03	36.00	1115.84	4.12	215	176
01/02/95	YA935009C	07688369	FARRELL	MICHAEL	MR	8 ST STEPHENS AVENUE BLACKPOOL LANCASHIRE FY2 9RG	C/3980496-09	29.00	925.64	5.55	169	146
01/02/95	ZT884465B	0916538	HUNT	THOMAS	MR	47 OAKFIELD ROAD ASHFORD MIDDx TW15 1DW	C/3975582-08	36.00	1115.84	4.12	215	176
01/02/95	ZN890298A	09023356	STOCK	SYLVIA	MRS	2 WOOLMERS CLOSE STOMMARKET SUFFOLK IP14 2DU	C/3977249-08	29.00	868.58	4.61	178	137
Total:										7100.80	1369	1120
Count:												5

1995 OPTION PRICE 619p

H A L I F A X

1995 ICI PLC

Details of 1996 Options Exercised on 30/07/97

START DATE	N.I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	96 ROLL NUMBER	PAYMENT	COST	RESIDUE	SHARES LAPSED	EXERCISED
01/02/96	WL573856D	07620268	BOBAT	FARUK	MR	3 RYDAL RD BLACKBURN LANCBS BB1 C/4410388-04	5NR	72.00	1318.47	4.89	589	213
01/02/96	ZT884465B	0916538	HUNT	THOMAS	MR	47 OAKFIELD ROAD ASHFORD MIDDX C/4416596-00	TW15 1DW	17.00	309.50	2.96	139	50
01/02/96	ZW890298A	09023356	STOCK	SYLVIA	MRS	2 WOOLMERS CLOSE STONMARKET SUFFOLK IP14 2DU		38.00	656.14	4.30	317	106

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Total:									2284.11		1045	369
Count:												3

1996 OPTION PRICE 643P

H A L I F A X

1996 ICI PLC

Details of 1997 Options Exercised on 30/07/97

STAR	N.I.	EMP	NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	ROLL NUMBER 97	PAYMENT	COST 97	RESIDUE 97	SHARES LAPSED 97	EXERCISED	TERM 97
DATE	NUMBER	NUMBER	NUMBER	NUMBER	NUMBER	NUMBER	NUMBER	NUMBER	NUMBER	NUMBER	NUMBER	NUMBER	NUMBER	NUMBER
01/02/97	ZW890298A	09023356	STOCK	SYLVIA	MRS	2 WOOLMERS CLOSE STONMARKET SUFFOLK IP14 2DU		C/06239447-10	41.00	199.33	5.67	408	31	5
Total:														
Count:														
										199.33		408	31	1