

G**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)

Please do not
write in this
marginTo the Registrar of Companies (address overleaf)
(see note 1)**(REVISED 1988)**This form replaces forms
PUC2, PUC3 and 88(2)Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

218019

* Insert full name
of company**1. Name of company**

* IMPERIAL CHEMICAL INDUSTRIES PLC

† distinguish
between
ordinary
preference, etc.**2. This section must be completed for all allotments**

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	1411	162	71
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

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) (on 24 JULY 1997) £, 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 38(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



IMPERIAL CHEMICAL INDUSTRIES PLC

UK SHARES/AVE SCHEME - ALLOTMENT COMMITTEE - 24 JULY 1997

SUMMARY

1994 GRANT - OPTIONS @ 634p

LIST DATED 16.07.97 (PAGE 1 ONLY) = 1,411

1995 GRANT - OPTIONS @ 619p

LIST DATED 16.07.97 (PAGE 1 ONLY) = 162

1996 GRANT - OPTIONS @ 643p

LIST DATED 16.07.97 (PAGE 1 ONLY) = 71

1,644

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1994 OPTION PRICE 634P

HALIPAX
1994 ICI PLC

Details of 1994 Options Exercised on 16/07/97

START DATE	SURNAME	FORNAME	TITLE	ADDRESS	ROLLNO 95	PAYMENT 95	COST 95	RESIDUE 95	SHARES LAPSED 95	SHARES EXERCISED
01/02/95	BURROWS	ELIZABETH	MRS	THE GROVE WARREN LANE ELMSHALL BURY ST EDS. SUFFOLK IP30 9DT	C/3978255-08	129.00	3880.08	4.11	791	612
01/02/95	KENDALL	DAVID	MR	42 HADRIAN WAY SANDHAY NORTHWICH CHES CH8 2JT	C/3975963-07	163.00	5065.66	5.27	974	799
Total:							8945.74		1765	1411
Count:										2

05 - 08 - 97

1995 Option Price 619P

HALIFAX

1995 ICI PLC

Details of 1995 Options Exercised on 16/07/97

STANT	DATE	SURNAME	FORENAME	TITLE	ADDRESS	96 ROLL NUMBER	PAYMENT	COST	RESIDUE	SHARES LAPSED	SHARES EXERCISED
01/02/96		BURROWS	ELIZABETH	MRS	THE GROVE NARMEN LAKE ELMSWELL BURY ST EDS. SUFFOLK IP30 9DT	C/4414424-06	58.00	1002.78	5.26	484	162
TOTAL:								1002.78		484	162
Count:											

05-08-97

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Return of allotments of shares

88(2)

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Company number

218019

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	2,744	1,569	11,100
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)	£ 5-26	£ 7-01	£ 6-66

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) (on 24 JULY 1997) \$, 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.
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3. Details of bonus issues should be included only in section 2.

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

For official use

Post room



05 - 08 - 97

G

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

Return of allotments of shares**88(2)**2

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Company number

218019

* insert full name
of company

1. Name of company

* IMPERIAL CHEMICAL INDUSTRIES PLC

† distinguish
between
ordinary
preference, etc.

2. This section must be completed for all allotments

Description of shares †	ORDINARY	ORDINARY	
A Number allotted	3,100	13,323	
B Nominal value of each	£ 1-00	£ 1-00	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 7-55	£ 5-56	£

‡ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 24 JULY 1997] \$, 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**

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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

05-08-97

2.

4. Names and addresses of the allottees

Please do not
write in the
margin

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

[illegible]

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:

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

Signed,

Designation#

SECRETARY

Date 24/7/97

Companies registered in England and Wales or Wales should deliver this form to:-

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

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

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

IMPERIAL CHEMICAL INDUSTRIES PLC

SENIOR STAFF SHARE OPTION SCHEMES

ALLOTMENT COMMITTEE - 24 JULY 1997

SUMMARY

OPTIONS AT 526p
OPTIONS AT 701p
OPTIONS AT 666p
OPTIONS AT 755p
OPTIONS AT 556p

2,744
1,569
11,100
3,100
13,323

TOTAL NUMBER OF SHARES ALLOTTED

31,836

05-08-97

IMPERIAL CHEMICAL INDUSTRIES PLC

SENIOR STAFF SHARE OPTIONS SCHEMES

ALLOTMENT COMMITTEE - 24 JULY 1997

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF ORDINARY SHARES</u>	<u>OPTION PRICE</u>
BARSEC NOMINEES LIMITED DESIGNATION: ESOP CREST MEMBERSHIP: 19801	EBBGATE HOUSE, 2 SWAN LANE LONDON EC4R 3TS	2,744 1,569 11,100 1,700	526p 701p 666p 755p
BARSEC NOMINEES LIMITED DESIGNATION: ESOP CREST MEMBERSHIP: 19801	EBBGATE HOUSE, 2 SWAN LANE LONDON EC4R 3TS	13,323	556p
BARSEC NOMINEES LIMITED DESIGNATION: ESOP CREST MEMBERSHIP: 19801	EBBGATE HOUSE, 2 SWAN LANE LONDON EC4R 3TS	1,400	755p
TOTAL NUMBER OF SHARES ALLOTTED		31,836	