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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)

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

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	1,097	385	59
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)	£ 6-34p	£ 6-19p	£ 6-43p

Date(s) on which the shares were allotted

(a) [on 17 JULY 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			

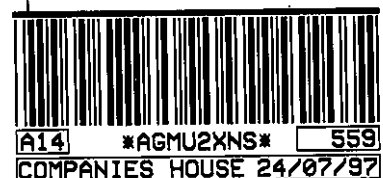
NOTES

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.

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

For official use

Post room



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**

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
SEE LIST ATTACHED	1,541		
Total	1,541		

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:

Signed _____ Designation: SECRETARY Date _____

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

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

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

**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/SAVE SCHEME - ALLOTMENT COMMITTEE - 17 JULY 1997

SUMMARY

1994 GRANT - OPTIONS @ 634p

LIST DATED	02.07.97	(PAGE 1 ONLY)	=	630
LIST DATED	09.07.97	(PAGE 1 ONLY)	=	467

1995 GRANT - OPTIONS @ 619p

LIST DATED	02.07.97	(PAGE 1 ONLY)	=	148
LIST DATED	09.07.97	(PAGE 1 ONLY)	=	237

1996 GRANT - OPTIONS @ 643p

LIST DATED	09.07.97	(PAGE 1 ONLY)	=	59

				1,541
				=====

1994 Option @ 634P

H A L I F A X
1994 ICI PLC

Details of 1995 Options Exercised on 02/07/97

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	NP816162D	12141208	BATCHELOR	SAMANTHA	MRS	210 CLEWER HILL ROAD WINDSOR BERKS SL4 4DP	C/3980127-07	16.00	443.80	3.56	104	70
01/02/95	YP673240B	05855446	BEDFORD	ROBERT	MR	26 DEVON AVENUE FLEETWOOD LANCASHIRE FY7 7EA	C/3975990-4	10.00	310.66	0.44	59	49
01/02/95	YB733293C	05273412	JONES	BRYN	MR	69 OXFORD RD RUNCORN CHESHIRE WA7 4NX	C/3974391-09	108.00	3239.74	0.00	664	511
									3994.20		827	630
												3

Total:

Count:

1994 OPTION PRICE 634P

H A L I F A X

1994 ICI PLC

Details of 1993 Options Exercised on 09/07/97

START DATE	SURNAME	FORENAME	TITLE	ADDRESS	ROLLNO 95	PAYMENT 95	COST 95	RESIDUE 95	SHARES LAPSED 95	SHARES EXERCISED
01/02/95	BROWN	MICHAEL WILLIAM	MR	18 IVY ST RUNCORN CHESHIRE	C/3976172-00	16.00	475.50	6.26	99	75
01/02/95	SMITH	CARL NICHOLAS	MR	31 DORCHESTER PARK CARRIAGE DRIVE RUNCORN CHESHIRE WA7 1QA	C/3979578-01	80.00	2485.28	3.52	478	392
=====										
Total:							2960.78		577	467
Count:										2

1995 OPTION @ 619P

H A L I F A X

1995 ICI PLC

Details of 1995 Options Exercised on 02/07/97

START DATE	N I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	96 ROLL NUMBER	PAYMENT	COST	RESIDUE	SHARES LAPSED	SHARES EXERCISED
01/02/96	YB733293C	05273412	JONES	BRYN	MR	69 OXFORD RD RUNCORN CHESHIRE WA7 4NX	C/4412464-04	53.00	916.12	0.00	442	148
									916.12		442	148
												1

Total:

Count:

1995 OPTION PRICE 619P

H A L I F A X

1995 ICI PLC

Details of 1996 Options Exercised on 09/07/97

START DATE	SURNAME	FORENAME	TITLE	ADDRESS	96 ROLL NUMBER	PAYMENT	COST	RESIDUE	SHARES LAPSED	SHARES EXERCISED
01/02/96	BROWN	MICHAEL WILLIAM	MR	18 IVY ST RUNCORN CHESHIRE	C/4417616-04	16.00	272.36	5.72	134	44
01/02/96	SMITH	CARL NICHOLAS	MR	31 DORCHESTER PARK CARRIAGE DRIVE RUNCORN CHESHIRE WA7 1QA	C/4415726-07	65.00	1194.67	0.03	531	193
=====										
Total:							1467.03		665	237
Count:										2

1996 OPTION PRICE 643P

H A L I F A X

1996 ICI PLC

Details of 1997 Options Exercised on 09/07/97

STAR	DATE	SURNAME	FORENAME	TITLE	ADDRESS	ROLL NUMBER 97	PAYMENT	COST 97	RESIDUE 97	SHARES LAPSED 97	SHARES EXERCISED	TERM 97
	01/02/97	SMITH	CARL NICHOLAS	MR	31 DORCHESTER PARK CARRIAGE DRIVE RUNCORN CHESHIRE WA7 1QA	C/06239033-04	64.00	379.37	4.63	627	59	5
Total:												59
Count:												1