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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
marginTo 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

* IMPERIAL CHEMICAL INDUSTRIES PLC

* insert full name
of company

2. This section must be completed for all allotments

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	1,250	745	62
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

† distinguish
between
ordinary
preference, etc.

Date(s) on which the shares were allotted

(a) [on 12 JUNE 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

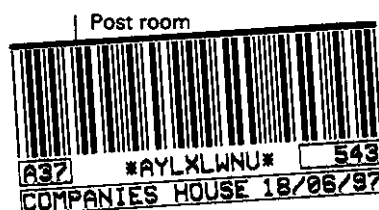
§ complete
(a) or (b) as
appropriate3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)D Extent to which each share is to be treated as paid up.
Please use percentage.E Consideration for which the
shares were allotted

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



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 A Attached	2,057		
Total	2,057		

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 - 12 JUNE 1997

SUMMARY

1994 GRANT - OPTIONS @ 634p

LIST DATED 05.06.97 (PAGE 1 ONLY) = 1,250

1995 GRANT - OPTIONS @ 619p

LIST DATED 05.06.97 (PAGE 1 ONLY) = 745

1996 GRANT - OPTIONS @ 643p

LIST DATED 05.06.97 (PAGE 1 ONLY) = 62

2,057

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1994 OPTION PRICE 634LP

H A L I F A X
1994 ICI PLC

Details of 1995 Options Exercised on 04.06.97

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	YK649176C	10978704	PYKE	DAVID	DR	TRYDDYN COTTAGE FFORD-Y-BLAENAU TREUDDYN NR MOLD CH7 4NS	C/3978019-09	140.00	4203.42	0.78	860	663
01/02/95	ZS485524A	1077209	TRIGGS	CHRISTOPHER	DR	GRASSENDAL ABBEY LANE OAKMERE NORTHWICH CHESHIRE CW8 2HM	C/3980053-10	124.00	3721.58	2.14	762	587
Total:												1250
Count:												2

1995 Option Price 619P

H A L I F A X

1995 ICI PLC

Details of 1996 Options Exercised on 04.06.97

START DATE	N.I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	96 ROLL NUMBER	PAYMENT	COST	RESIDUE	SHARES LAPSED	SHARES EXERCISED
01/02/96	ZK929271D	11349816	HINTON	JOHN FREDERICK	MR	'BOMMANS BATCH' KNIGHTCOTT BANWELL WESTON-SUPER-MARE AVON BS24 6HS	C/4412102-05	176.00	3224.99	2.85	1440	521
01/02/96	ZS485524A	1077209	TRIGGS	CHRISTOPHER	DR	GRASSENDALE ABBEY LANE OAKMERE NORTHWICH CHESHIRE CW8 2HM	C/4414716-04	80.00	1386.56	0.64	667	224
Total:									4611.55		2107	745
Count:												2

1996 Option Price 643P

HALIFAX

1996 ICI PLC

Details of 1997 Options Exercised on 04.06.97

STAR	N.I.	EMP	SURNAME	FORENAME	TITLE	ADDRESS	ROLL NUMBER 97	PAYMENT	COST 97	RESIDUE 97	SHARES LAPSED 97	SHARES EXERCISED
DATE	NUMBER	NUMBER										
01/02/97	ZX929271D		HINTON	JOHN FREDERICK	MR	BOWMANS BATCH KNIGHTCOTT WESTON SUPER MARE AVON BS24 6HS	C/06236340-10	67.00	398.66	3.34	344	62
=====												
Total:												
Count:												
=====												
											344	62
=====												
1												