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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	14,472	12,552	6,432
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)	£6.00	£6.21	£5.56

Date(s) on which the shares were allotted

(a) [on 29 MAY 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			

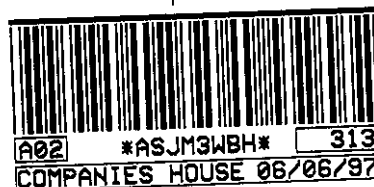
NOTES

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 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



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Condition	Control (%)	MCI (%)	AD (%)
A	~95	~75	~55
B	~92	~78	~58
C	~90	~72	~52
D	~93	~75	~55

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

9

SECRETARY

5 June 1997

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

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

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2. This section must be completed for all allotments

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preference, etc.

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	12,739	2,157	14,100
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

Date(s) on which the shares were allotted

(a) [on 29 MAY 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

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IMPERIAL CHEMICAL INDUSTRIES PLC

SENIOR STAFF SHARE OPTIONS SCHEMES

ALLOTMENT COMMITTEE - THURSDAY 29 MAY 1997

<u>NAME</u>	<u>ADDRESS</u>	<u>NO.OF ORDINARY SHARES</u>	<u>OPTION PRICE</u>
BARSEC NOMINEES LIMITED			
DESIGNATION : ESOP	EBBGATE HOUSE,	14,472	600p
<u>CREST MEMBERSHIP: 19801</u>	2 SWAN LANE	12,552	621p
	LONDON	6,432	556p
	EC4R 3TS	12,739	526p
		2,157	701p
		14,100	666p

TOTAL NUMBER OF SHARES ALLOTTED

62,452
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