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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	
A Number allotted	2,1145	1,606	
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)	£ 6.34	£ 6.19	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 20 MARCH 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

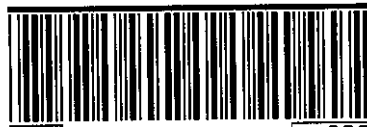
NOTES

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



A36 *ARNZYU6L* 382
COMPANIES HOUSE 21/03/97

Please do not
write in the
margin

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

□

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

20/3/97

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

IMPERIAL CHEMICAL INDUSTRIES PLC

UK SHARES/SAVE SCHEME - ALLOTMENT COMMITTEE - 20 MARCH 1997

SUMMARY

1994 GRANT - OPTIONS @ 634p

LIST DATED	05.03.97	(PAGE 1 ONLY)	=	1,597
LIST DATED	12.03.97	(PAGE 1 ONLY)	=	548

1995 GRANT - OPTIONS @ 619p

LIST DATED	05.03.97	(PAGE 1 ONLY)	=	888
LIST DATED	12.03.97	(PAGE 1 ONLY)	=	718

3,751

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1994 OPTION PRICE 634p

H A L I F A X B U I L D I N G S O C I E T Y
ICI PLC

Details of 1994 Options Exercised on 4th March 1997

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	YS951755D	10991565	DAVIES	KEITH	MR	1 PALACE ROAD HORNSEY LONDON N8 8QH	C/3973228-03	68.00	1819.58	4.18	453	287
01/02/95	ZL487334A	09011315	FINBOW	OWEN	MR	42 GAINSBOROUGH ROAD STOWMARKET SUFFOLK IP14 1LH	C/3979930-02	42.00	1122.18	4.26	280	177
01/02/95	YP549016B	0029781-	FOSTER	ALAN	MR	46 SHERWOOD DRIVE MARSKE REDCAR TS11 6DR CLEVELAND	C/3973973-03	80.00	2225.34	0.26	519	351
01/02/95	NP426559D	12283932	HESLER	BRYAN	MR	BURDON HOUSE HORDON PETERLEE COUNTY DURHAM SR8 4JF	C/4005153-07	48.00	1287.02	0.34	319	203
01/02/95	ZX484511B	12085634	LOFTHOUSE	WILLIAM	MR	63 ORMESBY BANK ORMESBY MIDDLESBROUGH CLEVELAND TS7 9HU	C/3973991-01	84.00	2168.28	0.60	572	342
01/02/95	YM659841A	07690576	MYERSCOUGH	ROBERT	MR	38 PHAROS STREET FLEETWOOD LANCASHIRE FY7 6AY	C/3976165-08	16.00	412.10	1.02	109	65
01/02/95	WE385209B	12178802	NEVILLE	JUDITH MARY	MISS	51 YORK ROAD STEVENAGE HERTS SG1 4ET	C/3973234-08	20.00	532.56	3.84	133	84
01/02/95	NR858321A	1223138-	PHILLIPS	DAWN	MISS	28 CORNERS WELWYN GARDEN CITY HERTS AL7 1RN	C/3976076-07	10.00	266.28	1.92	66	42
01/02/95	YM794102C	05858704	WOODWARD	PETER	MR	16 WINNINGTON LANE NORTHWICH CW8 4DE	C/3977044-04	11.00	291.64	3.38	73	46
tal:									10124.98		2524	1597
unt:												9

1994 Option Price 634P

HALIFAX BUILDING SOCIETY ICI PLC

Details of 1994 Options Exercised on 11.03.97

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	NE069132C	12177881	DRIVER	ANN	MISS	5 NEW PLACE WELWYN HERTS AL6 PQA	C/3975720-00	36.00	963.68	1.84	239	152
01/02/95	NR192191C	12287342	KENNEDY	JOHN	MR	6 PARKERSFIELD SHEPHALL STEVENAGE HERTS SG2 9JR	C/3980288-05	36.00	963.68	1.84	239	152
01/02/95	YR886605B	12260843	WEBSTER	COLLEEN	MRS	4 JACKDAW CLOSE STEVENAGE HERTS SG2 9DA	C/4005218-05	48.00	1280.68	3.80	320	202
01/02/95	WK513846A	12321192	WILLIAMS	ALISTAIR	MR	21 KNIGHTSFIELD WELWYN GARDEN CITY HERTFORDSHIRE AL8 7JE	C/3978319-08	10.00	266.28	1.92	66	42
Total:									3474.32		864	548
Count:												4

1995 OPTION PRICE 619P

HALIFAX BUILDING SOCIETY
ICI PLC

Details of 1995 Options Exercised on 4th March 1997

START DATE	N.I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	96 ROLL NUMBER	PAYMENT	COST	RESIDUE	SHARES LAPSED	SHARES EXERCISED
01/02/96	YP549016B	0029781-	FOSTER	ALAN	MR	46 SHERWOOD DRIVE MARSKE REDCAR TS11 6DR	C/4414666-04	72.00	1095.63	0.21	625	177
01/02/96	ZX484511B	12085634	LOFTHOUSE	WILLIAM	MR	63 ORMESBY BANK ORMESBY MIDDLESBROUGH CLEVELAND TS7 9HJ	C/4413841-06	64.00	841.84	4.24	577	136
01/02/96	WE385209B	12178802	NEVILLE	JUDITH MARY	MISS	51 YORK ROAD STEVENAGE HERTS SG1 4ET	C/4413129-02	38.00	538.53	1.83	336	87
1/02/96	NR858321A	1223138-	PHILLIPS	DAWN	MISS	28 CORNERS WELWYN GARDEN CITY HERTS AL7 1RN	C/4414678-08	72.00	1021.35	2.49	637	165
1/02/96	ZW560763B	10965793	WALBY	JANET	MRS	13 MARLBOROUGH CLOSE WELWYN HERTS AL6 0UG	C/4416441-07	141.00	1999.37	5.65	1248	323
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total:									5496.72		3423	888
count:												5

1995 Option Price, 619.2

HALIFAX BUILDING SOCIETY
ICI PLC

Details of 1995 Options Exercised on 11.03.97

START DATE	N. I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	96 ROLL NUMBER	PAYMENT	COST	RESIDUE	SHARES LAPSED	SHARES EXERCISED
01/02/96	NE069132C	12177881	DRIVER	ANN	MISS	5 NEW PLACE WELWYN HERTS AL6 PQA	C/4415001-07	151.00	2141.74	5.48	1337	346
01/02/96	WK513846A	12321192	WILLIAMS	ALISTAIR	MR	21 KNIGHTSFIELD WELWYN GARDEN CITY HERTFORDSHIRE AL8 7JE	C/4417452-08	162.00	2302.68	0.96	1433	372
Total:												
Count:												
									4444.42		2770	718
												2