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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)

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

218.019

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	15,104	25,877	26,657
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	£ 5-56	£ 5-26

‡ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 20 FEBRUARY 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			

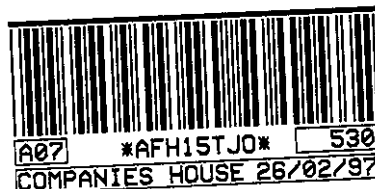
NOTES

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



IMPERIAL CHEMICAL INDUSTRIES PLC

SENIOR STAFF SHARE OPTION SCHEMES

ALLOTMENT COMMITTEE - 20 FEBRUARY 1997

SUMMARY

OPTIONS AT 600p	15,104
OPTIONS AT 556p	25,877
OPTIONS AT 526p	26,657

TOTAL NUMBER OF SHARES ALLOTTED	67,638
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IMPERIAL CHEMICAL INDUSTRIES PLC

SENIOR STAFF SHARE OPTIONS SCHEMES

ALLOTMENT COMMITTEE - 20 FEBRUARY 1997

<u>NAME</u>	<u>ADDRESS</u>	<u>NO.OF ORDINARY SHARES</u>	<u>OPTION PRICE</u>
BARSEC NOMINEES LIMITED	EBBGATE HOUSE, 2 SWAN LANE LONDON EC4R 3TS	15,104	600p
<u>DESIGNATION : ESOP</u>		25,877	556p
<u>CREST MEMBERSHIP: 19801</u>		26,657	526p

TOTAL NUMBER OF SHARES ALLOTTED

67,638
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