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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

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	
A Number allotted	1,669	912	
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	£

Date(s) on which the shares were allotted

(a) [on 6 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)**

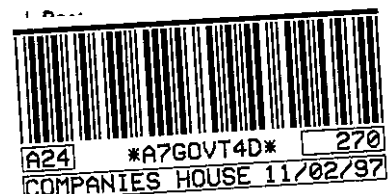
D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration for which the shares were allotted			

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



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 lists Attached	2,581		
Total	2,581		

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:

The diagram shows a rectangular domain with a central square hole. The domain is divided into four quadrants by a vertical line and a horizontal line. The central square hole is also divided into four quadrants. The top-left quadrant of the hole is labeled 'a', the top-right 'b', the bottom-left 'c', and the bottom-right 'd'. The top-left quadrant of the outer domain is labeled '1', the top-right '2', the bottom-left '3', and the bottom-right '4'. The central square hole is labeled '5'.

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

Signed,

Designation#

SECRETARY

Date.

6/2/97

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

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

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

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

IMPERIAL CHEMICAL INDUSTRIES PLC

UK SHARES/SAVE SCHEME - ALLOTMENT COMMITTEE - 6 FEBRUARY 1997

SUMMARY

1994 GRANT - OPTIONS @ 634p

LIST DATED	22.01.97	(PAGE 1 ONLY)	=	72
LIST DATED	30.01.97	(PAGE 1 ONLY)	=	1,597

1995 GRANT - OPTIONS @ 619p

LIST DATED	30.01.97	(PAGE 1 ONLY)	=	912
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2,581

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1994 Option Price 634p

HALIFAX BUILDING SOCIETY

ICI PLC

Details of 1994 Options Exercised on 21.01.97

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	YK677724D	11627689	CHAPMAN	PAUL	MR	11 CLAYGATE AVENUE HARPENDEN HERTS AL5 2HE	C/3977456-03	16.00	456.48	2.72	102	72
Total:											102	72
Count:												1

1994 Option Price 634P

HALIFAX BUILDING SOCIETY

ICI PLC

Details of 1994 Options Exercised on 28.01.97

START DATE	N.I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	ROLLNO 95	PAYMENT 95	COST 95	RESIDUE 95	SHARES LAPSED 95	SHARES EXERCISED
1/02/95	YE195824C	09017143	BRETT	RONALD	MR	THE MILL POOLE THORNEY GREEN ROAD STOWUPLAND STOWMARKET SUFFOLK IP14 4AB	C/3975013-03	68.00	1673.76	5.84	476	264
1/02/95	YE957816A	11740329	CHADWICK	JULIAN	DR	31 WEARSDALE DRIVE DURHAM CITY DH1 1LE	C/3980111-00	131.00	3233.40	2.30	915	510
1/02/95	YL797652C	02553945	HALL	ALLAN JOHN	MR	15 WHARFDALE AVENUE BILLINGHAM CLEVELAND TS23 1AX	C/3978162-04	32.00	621.32	3.64	250	98
1/02/95	NX646545A	12255939	MAVAR	POONAM	MRS	DUKESTOWN POST OFFICE 5 SCHWFA ROAD TREDEGAR GWENT NP2 4AS	C/3979500-05	163.00	3848.38	4.94	1166	607
1/02/95	NB363696A	12205486	STEPHENS	ROBERT	MR	2 LATHAM AVENUE RUNCORN CHESHIRE WA7 5DS	C/3974815-05	14.00	342.36	3.44	98	54
1/02/95	YL880454B	07626800	WALSH	PAUL	MR	682 BOLTON ROAD DARWEN LANCs BB3 2LX	C/3977542-10	16.00	405.76	5.44	110	64
total:									10124.98		3015	1597
count:												6

1995 OPTION PRICE 619P

HALIFAX BUILDING SOCIETY
ICI PLC

Details of 1995 Options Exercised on 28.01.97

START DATE	N.I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	96 ROLL NUMBER	PAYMENT	COST	RESIDUE	SHARES LAPSED	SHARES EXERCISED
1/02/96	YE195824C	09017143	BRETT	RONALD	MR	THE MILL POOLE THORNEY GREEN ROAD STOWUPLAND STOWMARKET SUFFOLK IP14 4AB	C/4412789-09	58.00	693.28	2.72	534	112
1/02/96	YE957816A	11740329	CHADWICK	JULIAN	DR	31 WEARSIDE DRIVE DURHAM CITY DH1 1LE	C/4414736-09	65.00	779.94	0.06	598	126
1/02/96	YH815502B	07624581	HOLMES	KEITH	MR	16 ABBEY CRESCENT DARMEN LANCs BB3 3PX	C/4416101-09	72.00	786.13	5.87	675	127
1/02/96	NX646545A	12255939	MAVAR	POONAM	MRS	DUKESTOWN POST OFFICE 5 SCWRFA ROAD TREDEGAR GWENT NP2 4AS	C/4416169-08	58.00	637.57	0.43	543	103
1/02/96	YB730380A	1161188-	PROCTOR	KEITH	MR	21 WYBERS WAY WYBERS WOOD GRIMSBY SOUTH HUMBERSIDE. DN37 9QR	C/4414181-06	176.00	1931.28	4.72	1649	312
1/02/96	YB910253C	11568461	SELLSTROM	PAUL	MR	41 LINGMELL ROAD REDCAR CLEVELAND TS10 4JY	C/4414489-00	34.00	402.35	5.65	313	65
1/02/96	NB363696A	12205486	STEPHENS	ROBERT	MR	2 LATHAM AVENUE RUNCORN CHESHIRE WA7 5DS	C/4411258-01	17.00	198.08	5.92	157	32
1/02/96	YL880454B	07626800	WALSH	PAUL	MR	682 BOLTON ROAD DARMEN LANCs BB3 2LX	C/4412344-03	17.00	216.65	4.35	154	35
total:									5645.28		4623	912
count:												8