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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)

To the Registrar of Companies (address overleaf)
(see note 1)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

Please do not
write in this
margin

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	1146	361	
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 21 November 19 96] £, 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
appropriate

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



Please do not
write in the
margin

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

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:

Date

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

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

IMPERIAL CHEMICAL INDUSTRIES PLC

UK SHARES/AVE SCHEME - ALLOTMENT COMMITTEE - 21 NOVEMBER 1996

SUMMARY

1994 GRANT - OPTIONS @ 634p

LIST DATED 13.11.96 (PAGE 1 ONLY) = 1,146

1995 GRANT - OPTIONS @ 619p

LIST DATED 13.11.96 (PAGE 1 ONLY) = 361

1,507
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1994 Option Price 634P

HALIFAX BUILDING SOCIETY
ICI PLC

Details of 1994 Options Exercised on

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	ZX043179A	11552670	CADE	RICHARD	MR	30 HIGH OAKS ROAD WELWYN GARDEN CITY HERTS AL8 7BH	C/3974972-00	163.00	3677.20	3.34	1193	580
01/02/95	YB267811B	02503700	HARPE	JOSEPH	MR	3 ANLABY CLOSE DEANS PARK BILLINGHAM CLEVELAND TS23 3RA	C/3979886-01	52.00	1172.90	1.26	380	185
01/02/95	YS405141A	1145153-	HETHERINGTON	JULIET	MRS	BIRDS ROCK CHAPEL LANE WILLINGTON TARPORLEY CHESHIRE CW6 0PH	C/3977073-08	23.00	513.54	5.80	169	81
01/02/95	YE238713C	12103489	ROBINSON	THOMAS	MR	28 MILLBANK CLOSE HART VILLAGE HARTLEPOOL CLEVELAND TS27 3BT	C/3977225-00	26.00	608.64	4.44	186	96
01/02/95	ZX485157B	00328715	WELBURN	STANLEY	MR	82 FOXHWE COULBY NEWHAM MIDDLESBROUGH CLEVELAND TS8 0RX	C/3974524-05	55.00	1293.36	3.54	394	204
Total:												1146
Count:												5

1995 OPTION PRICE 619P

HALIFAX BUILDING SOCIETY

ICI PLC

Details of 1995 Options Exercised on

START DATE	N.I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	96 ROLL NUMBER	PAYMENT	COST	RESIDUE	SHARES LAPSED	SHARES EXERCISED
01/02/96	ZX043179A	11552670	CADE	RICHARD	MR	30 HIGH OAKS ROAD WELWYN GARDEN CITY HERTS AL8 7BH	C/4412135-01	63.00	625.19	4.81	601	101
01/02/96	YS405141A	1145153-	HETHERINGTON	JULIET	MRS	BIRDS ROCK CHAPEL LANE WILLINGTON TARPORLEY CHESHIRE CW6 0PH	C/4412704-10	17.00	167.13	2.87	162	27
01/02/96	YE238713C	12103489	ROBINSON	THOMAS	MR	28 MILLBANK CLOSE HART VILLAGE HARTLEPOOL CLEVELAND TS27 3BT	C/4411757-05	24.00	259.98	4.02	225	42
01/02/96	ZX485157B	00328715	WELBURN	STANLEY	MR	82 FOXHOM COULBY NEWHAM MIDDLESBROUGH CLEVELAND TS8 0RX	C/4412485-07	108.00	1182.29	5.71	1012	191
Total:									2234.59		2000	361
Count:												4