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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	971	99	
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 31 OCTOBER 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

3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)

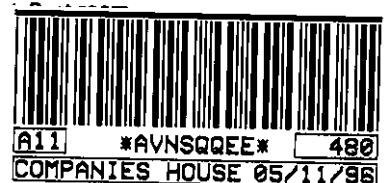
D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration for which the shares were allotted			

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



Please do not
write in the
margin

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

[illegible]

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:

Signed

Designation#

SECRETARY

Date 1/11/96

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

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

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

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

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

IMPERIAL CHEMICAL INDUSTRIES PLC

UK SHARES/AVE SCHEME - ALLOTMENT COMMITTEE - 31 OCTOBER 1996

SUMMARY

1994 GRANT - OPTIONS @ 634p

LIST DATED	16.10.96	(PAGE 1 ONLY)	=	405
LIST DATED	23.10.96	(PAGE 1 ONLY)	=	566

1995 GRANT - OPTIONS @ 619p

LIST DATED	16.10.96	(PAGE 1 ONLY)	=	85
LIST DATED	23.10.96	(PAGE 1 ONLY)	=	14

1,070

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HALIFAX BUILDING SOCIETY
ICI PLC

Details of 1994 Options Exercised on 16/10/96

1994 Option @ 634p.

START DATE	N.I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	ROLLNO 95	PAYMENT 95	COST 95	RESIDUE 95	SHARES LAFSED 95	SHARES EXERCISED
01/02/95	ZX401464A	1703647-	CROSS	JAMES MICHAEL	MR	'MARJESSA' THE GROVE HUTTON RUDBY YARM CLEVELAND TS15 0HD	C/3975810-10	114.00	2567.70	0.72	835	405
Total:									2567.70		835	405
Count:												1

1994 OPTION PRICE 634P

HALIFAX BUILDING SOCIETY
ICI PLC

Details of 1994 Options Exercised on 23.10.96

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	YE323219C	11445289	ALCOCK	BRIAN	MR	19 CINNAMON LANE FARNHEAD WARRINGTON WA2 0AE	C/3979653-02	151.00	3246.08	4.95	1131	512
01/02/95	NY166195C	07624131	TAPP	CONRAD	MR	8 ALEXANDRA VIEW DARWEM LANCES BB3 1NL	C/3976915-02	16.00	342.36	2.12	120	54
Total:												566
Count:												2

HALIFAX BUILDING SOCIETY
ICI PLC

Details of 1995 Options Exercised on 16/10/96

1995 Option @ 619 P.

START DATE	N.I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	96 ROLL NUMBER	PAYMENT	COST	RESIDUE	SHARES LAPSED	SHARES EXERCISED
01/02/96	ZK401464A	1703647-	CROSS	JAMES MICHAEL	MR	'MARJESSA' THE GROVE HUTTON RUDBY YARM CLEVELAND TS15 0HD	C/4411646-03	53.00	526.15	3.85	505	85
Total:											505	85
Count:												1

1995 OPTION PRICE 619.

HALIFAX BUILDING SOCIETY
ICI PLC

Details of 1995 Options Exercised on 23.10.96

START DATE	N.I. NUMBER	EMP NUMBER	SURNAME	FORENAME	TITLE	ADDRESS	96 ROLL NUMBER	PAYMENT	COST	RESIDUE	SHARES LAPSED	SHARES EXERCISED
01/02/96	NY166195C	07624131	TAPP	CONRAD	MR	8 ALEXANDRA VIEW DARWEM LANCs	C/4416111-06	10.00	86.66	3.34	97	14
						BB3 1NL						
Total:									86.66		97	14
Count:												1