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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 | 357 | 54 | |
| 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 6 JUNE 1996] §, 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



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 | 411 | | |
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| Total | 411 | | |

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 6 June 1996

‡ 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 - 6 JUNE 1996

SUMMARY

1994 GRANT - OPTIONS @ 634p

LIST DATED 22.05.96 (PAGE 1 ONLY) = 357

1995 GRANT - OPTIONS @ 619p

LIST DATED 22.05.96 (PAGE 1 ONLY) = 54

411
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1994 OPTION ~ PRICE 63449

HALIFAX BUILDING SOCIETY

ICI PLC

Details of 1994 Options Exercised on

| START | N.I. | EMP | FORENAME | TITLE | ADDRESS | ROLLNO 95 | PAYMENT 95 | COST 95 | RESIDUE 95 | DATE EXER'D 95 | SHARES |
|----------|-----------|----------|----------|-------|--|--------------|------------|---------|------------|----------------|-----------|
| DATE | NUMBER | NUMBER | SURNAME | | | | | | | | EXERCISED |
| 01/02/95 | ZT407390B | 10908102 | SCOPES | MR | NELSON HOUSE 91 HIGH STREET WARGRAVE BERKS RG10 8DD | C/3979378-09 | 131.00 | 2263.38 | 2.92 | 22/05/96 | 357 |
| Total: | | | | | | | | | | | 357 |
| Count: | | | | | | | | | | | 1 |

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 | DATE EXER'D | SHARES EXERCISED |
|---------------|----------------|---------------|---------|----------|-------|---|----------------|---------|--------|---------|-------------|---------------------|
| 01/02/96 | YK116960A | 11385421 | BRAY | ANDREW | MR | 12 NORTHDENE DRIVE ROCHDALE LANCS OL11 5NH | C/4415072-06 | 85.00 | 334.26 | 5.74 | 22/05/96 | 54 |
| Total: | | | | | | | | | 334.26 | | | 54 |
| Count: | | | | | | | | | | | | 1 |