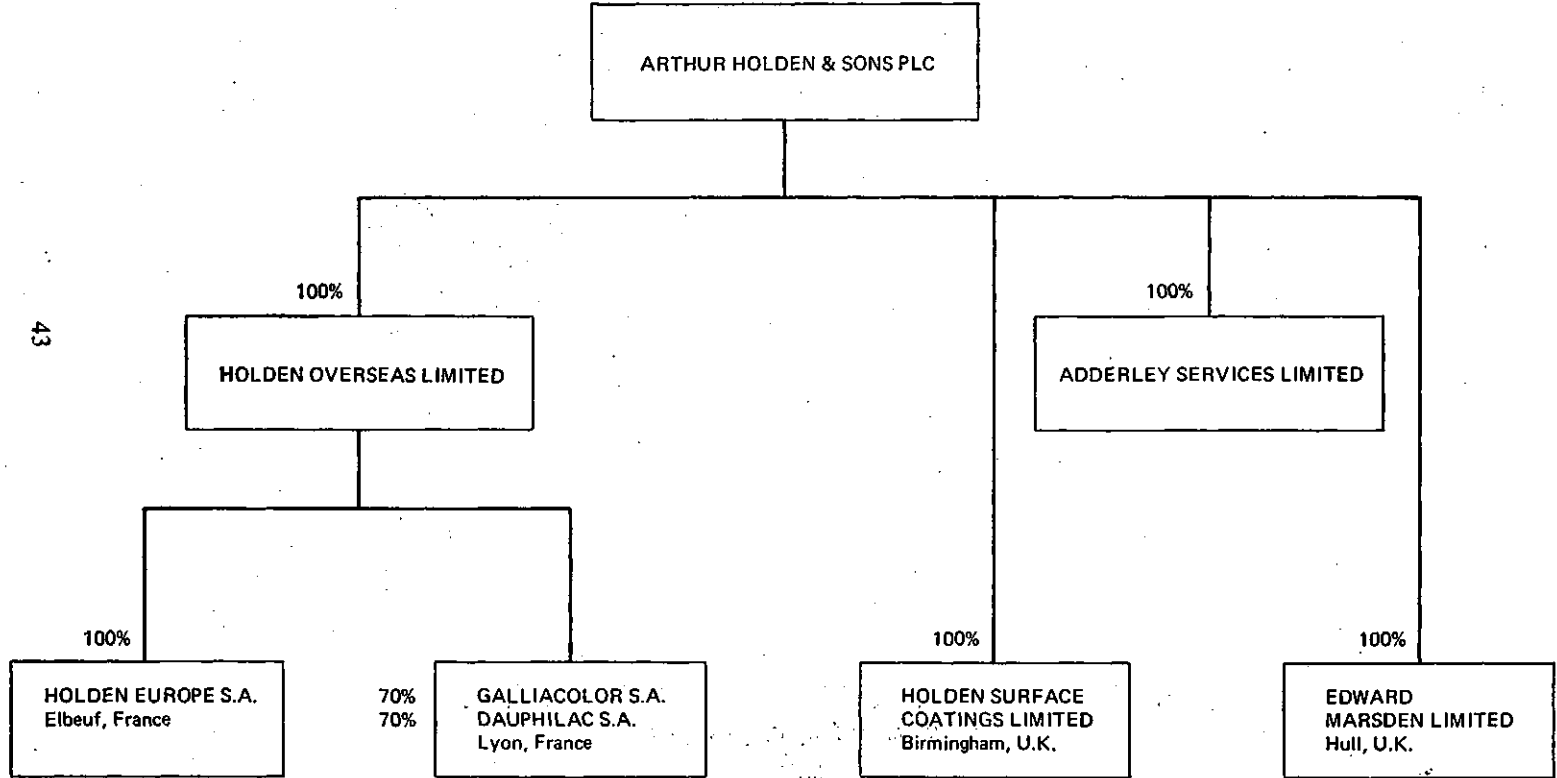


APPENDIX 1

(referred to in paragraph 4.8)

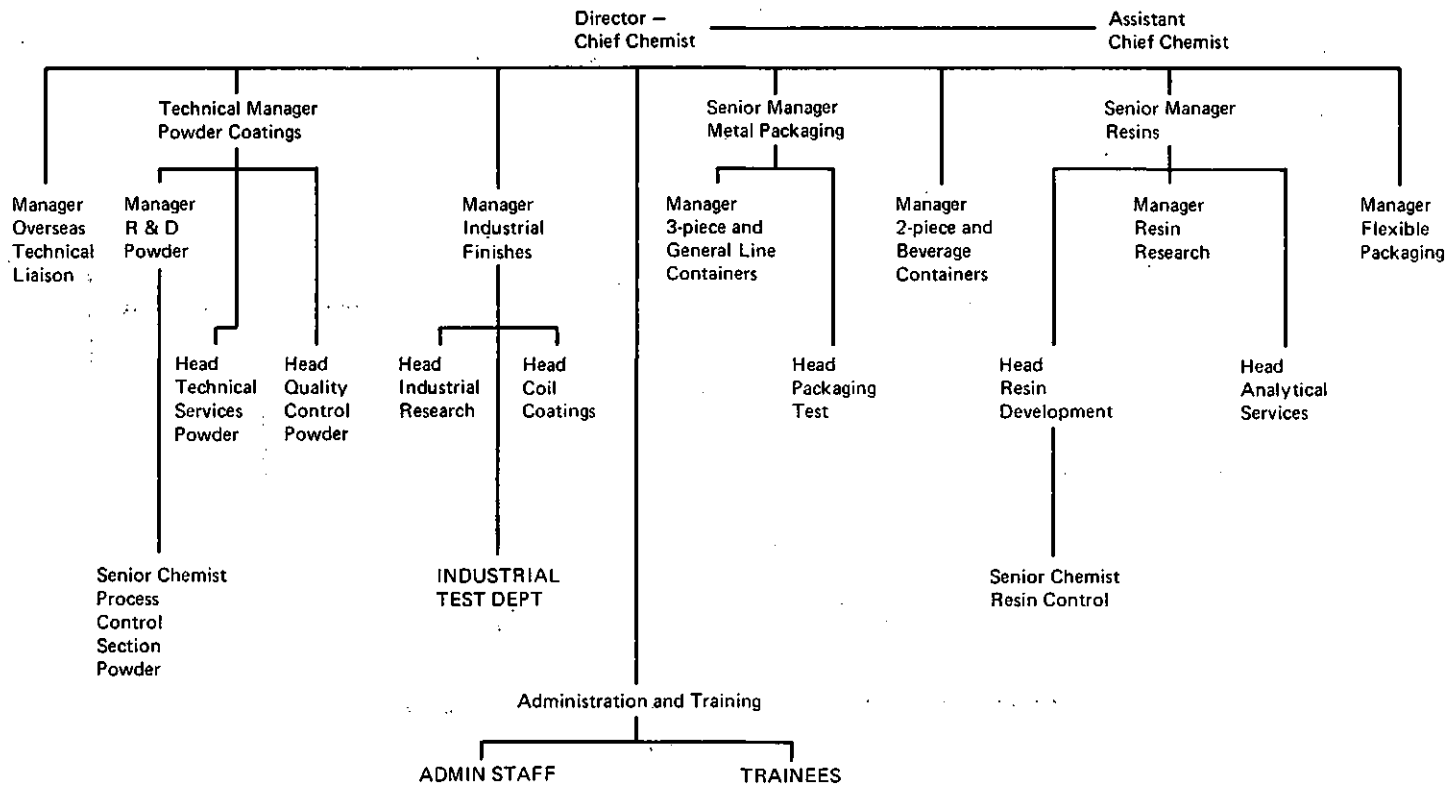
Arthur Holden & Sons PLC: group structure



APPENDIX 2

(referred to in paragraph 4.9)

Holden Surface Coatings Limited : research structure



APPENDIX 3
(referred to in paragraph 4.24)

Arthur Holden & Sons PLC: summary of turnover and profits and return on capital employed

	Year ending 31 March					£'000
	1977	1978	1979	1980	1981	1982
<i>Group trading results</i>						
Sales	13,083	15,421	17,591	21,434	23,876	27,692
Trading profit	1,559	1,656	1,779	2,094	1,385	1,704
Other income	49	10	44	44	43	22
Profit before taxation and extraordinary items	1,608	1,666	1,823	2,138	1,428	1,726
Taxation provided	842	855	559	694	524	778
Profit after taxation but before extraordinary items	766	811	1,264	1,444	904	948
Minority interests	(2)	(4)	(5)	(6)	6	75
Profit before extraordinary items	764	807	1,259	1,438	910	1,023
Extraordinary items	—	101	—	—	—	—
Profit attributable to shareholders	764	908	1,259	1,438	910	1,023
Dividends	118	219	282	353	355	428
Retained profit	646	689	977	1,085	555	595
<i>Group assets employed</i>						
Current assets	5,487	6,685	7,505	8,979	9,161	10,961
Current liabilities	3,311	3,695	3,885	4,976	5,623	7,379
Net current assets	2,176	2,990	3,620	4,003	3,538	3,582
Fixed assets	2,866	3,432	3,838	4,416	5,276	5,965
Assets employed	5,042	6,422	7,458	8,419	8,814	9,547
Add current liabilities	3,311	3,695	3,885	4,976	5,623	7,379
Gross assets	8,353	10,117	11,343	13,395	14,437	16,926
Less: Government grants	99	103	89	77	77	69
	8,254	10,014	11,254	13,318	14,360	16,857
<i>Financed by</i>						
Ordinary shares	757	1,764	1,764	1,764	1,775	1,781
Reserves	3,136	3,254	5,333	6,403	6,690	7,314
Shareholders' funds	3,893	5,018	7,097	8,167	8,465	9,095
Minority interests	28	34	37	40	175	50
Government grants	99	103	89	77	77	69
Bank loans	—	—	149	115	100	376
Deferred taxation	1,022	1,267	86	20	(3)	(43)
Capital employed	5,042	6,422	7,458	8,419	8,814	9,547
<i>Statistics</i>						
Trading profit to sales	11.92%	10.74%	10.11%	9.77%	5.80%	6.15%
Pre-tax profit to assets employed	31.89%	25.94%	24.44%	25.39%	16.20%	18.08%
Earnings per 25p share	12.62p(a)	12.61p(a)	17.85p	20.39p	12.86p	14.38p

(a) Earnings per share for 1977 and 1978 are shown before amendment for the change in accounting policy on deferred taxation.

APPENDIX 4

(referred to in paragraph 4.24)

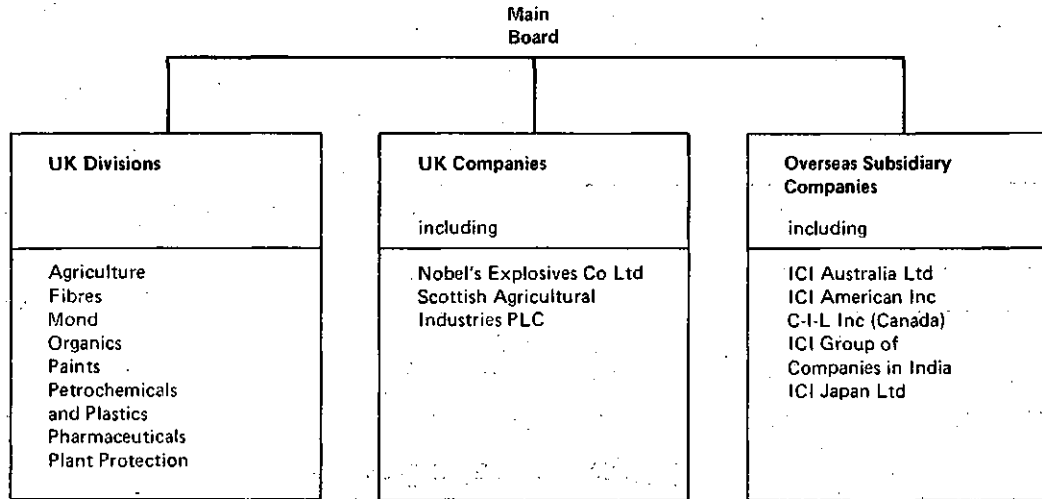
Arthur Holden & Sons PLC: sources and application of funds

	Year ending 31 March						£'000
	1977	1978	1979	1980	1981	1982	Total 1977-82
<i>From trading</i>							
Profit before tax	1,608	1,666	1,823	2,138	1,428	1,726	10,389
Depreciation	265	303	345	434	513	642	2,502
Government grants released	—	—	—	(12)	(12)	(12)	(36)
Co-terminus year end adjustment	—	220	—	—	—	—	220
Total generated from operations	1,873	2,189	2,168	2,560	1,929	2,356	13,075
<i>Other sources</i>							
Issue of shares	24	448	—	—	40	25	537
Bank loans	—	28	38	—	9	328	403
Government grants	89	15	—	—	12	4	120
Disposal of assets	11	—	—	43	30	63	147
	1,997	2,680	2,206	2,603	2,020	2,776	14,282
<i>Application</i>							
Dividends	119	132	267	319	356	358	1,551
Taxation	249	543	753	501	784	652	3,482
Fixed assets	844	947	837	986	1,109	1,387	6,110
French subsidiaries	—	—	—	—	387	—	387
Bank loans repaid and repayable in one year	—	—	—	21	37	52	110
Purchase of minority	—	—	—	—	—	40	40
	1,212	1,622	1,857	1,827	2,673	2,489	11,680
Net cash flow	785	1,058	349	776	(653)	287	2,602
Net effect of currency translations	33	5	(52)	(113)	(217)	(20)	(364)
Increase/(Decrease) in working capital	818	1,063	297	663	(870)	267	2,238
Cash and short-term deposits	102	371	(237)	26	449	(859)	(148)
Bank overdraft	66	(15)	113	(138)	(238)	(239)	(451)
Current maturities of loans	(76)	—	—	3	(13)	(11)	(97)
Movement in net liquid funds	92	356	(124)	(109)	198	(1,109)	(696)
Stock	726	432	463	772	(1,254)	792	1,931
Debtors	974	409	594	676	(467)	1,854	4,040
Creditors	(974)	(134)	(636)	(676)	653	(1,270)	(3,037)
	726	707	421	772	(1,068)	1,376	2,934
Increase/(Decrease) in working capital	818	1,063	297	663	(870)	267	2,238

APPENDIX 5

(referred to in paragraph 5.2)

Imperial Chemical Industries PLC: group structure



APPENDIX 6

(referred to in paragraph 5.21)

Imperial Chemical Industries PLC: group turnover, profits and return on capital

Year ended 31 December	1972	1973	1974	1975	1976	1977	1978	1979	1980	£million 1981
<i>Assets employed</i>										
Fixed assets	1,160	1,185	1,233	1,425	1,733	1,876	2,299	2,770	3,115	3,342
Trade investments	208	244	258	302	365	345	362	332	335	433
Net current assets	486	699	906	1,006	1,406	1,433	1,349	1,351	1,237	1,436
Total assets employed	1,854	2,128	2,397	2,733	3,504	3,654	4,010	4,453	4,687	5,211
<i>Financed by</i>										
Ordinary capital of ICI	478	480	486	494	559	564	570	581	593	594
Group reserves attributable to ICI Ordinary stockholders	448	615	806	934	1,249	1,679	1,874	2,208	2,138	2,352
ICI Ordinary stockholders' interest	926	1,095	1,292	1,428	1,808	2,243	2,444	2,789	2,731	2,946
Minority interests and preference capital of ICI	133	165	187	203	243	204	236	232	279	345
Deferred taxation (Note 1)	91	115	174	212	308	—	—	—	—	—
Grants not yet credited to profit	87	81	77	80	85	89	120	157	183	211
Deferred liabilities	—	—	—	—	26	74	126	130	187	212
Loans	617	672	667	810	1,034	1,044	1,084	1,145	1,307	1,497
Total funds invested	1,854	2,128	2,397	2,733	3,504	3,654	4,010	4,453	4,687	5,211
<i>Sales, profits and reserves</i>										
Sales (external)—UK	776	942	1,199	1,314	1,616	1,868	1,800	2,232	2,399	2,575
—Overseas	918	1,224	1,756	1,815	2,519	2,795	2,733	3,136	3,316	4,006
—Total	1,694	2,166	2,955	3,129	4,135	4,663	4,533	5,368	5,715	6,581
Trading profit (after depreciation)	174	311	461	325	514	545	497	634	332	425
Depreciation	148	157	169	182	205	221	225	248	291	348
Profits less losses from trade investments	23	39	50	34	43	41	41	59	62	52
Profit before loan interest and taxation	198	359	534	372	579	619	575	695	395	464
Profit before taxation	154	310	484	315	504	534	483	613	284	335
Taxation (Note 1)	58	145	220	148	236	158	123	123	123	111
Profit after taxation	96	165	264	167	268	376	360	490	161	224
Profit attributable to ICI before extraordinary items	81	146	241	148	242	342	332	457	130	192

Year ended 31 December	1972	1973	1974	1975	1976	1977	1978	1979	1980	1981
<i>Sales, profits and reserves—continued</i>										
Extraordinary items	—	15	(5)	(1)	(46)	(29)	(3)	(16)	(150)	(6)
Profit (loss) attributable to ICI after extraordinary items	81	161	236	147	196	313	329	441	(20)	186
Net dividends	41	50	54	59	83	93	105	134	101	113
Income tax on dividends	26	—	—	—	—	—	—	—	—	—
Profit (loss) retained transferred to reserves	14	111	182	88	113	220	224	307	(121)	73
Amounts credited (charged) direct to reserves	1	56	9	40	202	(39)	(29)	27	51	141
Earnings and dividends (in pence) per £1 Ordinary stock (Note 2)										
Earnings, before extraordinary items	16.7	30.0	49.1	29.7	45.2	60.9	58.6	79.2	22.1	32.3
Dividends	13.8	10.1	10.9	11.6	14.8	16.5	18.5	23.0	17.0	19.0
Dividends grossed up for imputed tax credit	—	14.5	16.3	17.9	22.7	25.0	27.6	32.9	24.3	27.1
Profit before loan interest and taxation, as a percentage of average assets employed	11.0	18.0	23.6	14.5	18.6	17.3	15.0	16.4	8.6	9.4

Notes: 1 Deferred taxation for the years 1972 to 1976 has not been recalculated on the basis of the present accounting policy. The cumulative amount of the prior years' adjustment at 1 January 1977 was £249 million. From 1977 onwards deferred taxation is included in deferred liabilities.

2 Earnings and dividends per £1 Ordinary stock have been adjusted to give effect to the bonus element in the rights issue made in 1976.

3 The results of IMI Ltd up to October 1977 are included above.

APPENDIX 7

(referred to in paragraph 5.22)

Imperial Chemical Industries PLC—sales and profits of paint and decorative products

<i>Year ended 31 December</i>	<i>1976*</i>	<i>1977*</i>	<i>1978</i>	<i>1979</i>	<i>1980</i>	<i>1981</i>
Sales £million	363	409	429	416	449	455
Trading profit £million	6	13	24	28	27	27
Trading profit as percentage of sales	1.7	3.2	5.6	6.7	6.0	5.9
ICI group trading profit as percentage of total sales	12.4	11.7	11.0	11.8	5.8	6.5

*The years 1976 and 1977 include building products. After a reorganisation in 1977-78 the building products have been excluded from paint and decorative products.