

Translation from Hebrew. The binding version is in the Hebrew.

Form 121 Public
April 4th, 2009

Reference: 2009-01-082431

The Securities Authority
www.isa.gov.il

The Tel Aviv Stock Exchange Ltd.
www.tase.co.il

Immediate Report

Subject of the Report: Details of the Considerations to Distribute Dividends

Further to the immediate report published by ICL on March 30th, 2009, (Ref. no. 2009-01-071583) in the matter of declaring a dividend of \$175 million, and by the request of the Securities Authority, here are some additional details regarding the decision of the Board of Directors of March 29th, 2009 and the evaluation carried out by the Board of directors when taking its decision to distribute the dividend:

1. The board of Directors of ICL approved the dividend of \$175 million according to the recommendation of the management, in keeping with the policy of distributing dividends every quarter and based upon the following criterion.
2. The dividend was distributed out of 2008 profits. The profit available for distribution according to the 2008 financial reports, after subtracting the amount which will be distributed as dividend, is approximately \$1.9 billion. The cash flow for 2008 was about \$1.9 billion.
3. The management confirmed to the Board of Directors to the Board of Directors' satisfaction that the criteria for distributing dividends as set out in the Companies Law were fulfilled, that is that there is no reasonable concern that the distribution of the dividend will prevent ICL from meeting its existing and expected obligations as they come due.
4. As to the question of whether to distribute a dividend and what sum to distribute, the Board of Directors took into consideration the audited financial statements of the Company for 2008, and after reviewing ICL's results, its profits, its cash flow, its outstanding debt, including expected repayments, its investment plans, credit lines, the dividends already distributed in 2008 and the sums expended in the share buy-back program of ICL – all as set out in the yearly report of ICL which was discussed in the same Board meeting and which was published on March 30th, 2009.
5. The date and time at which the Company first became aware of the event or subject:
March 29th, 2009, at 12:00.

Reference of former documents in this regard (referring does not constitute incorporation by reference):

Former name of reporting entity:

Form structure updated 15/03/2009

Name of Electronic Reporter: Aner Berger. Position: General Counsel and Company Secretary.

Aranha 23, Millennium Tower, Tel Aviv 61070. Phone – 03-6844412, Fax: 03-6844435, e mail – anerb@icl-group.com