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**ICL REPORTS FINANCIAL RESULTS FOR
THE THIRD QUARTER OF 2013**

*– Market Weakness and Instability in the Business Environment
Leads to Decline in Sales and Profits –*

	3 months ended September 30,				9 months ended September 30,			
	2013		2012		2013		2012	
	\$ millions	% of sales	\$ millions	% of sales	\$ millions	% of sales	\$ millions	% of sales
Net Sales	1,445	100.0	1,762	100.0	4,855	100.0	5,168	100.0
Operating income	222	15.4	483	27.4	978	20.1	1,363	26.4
Adjusted net income to the Company's shareholders*	196	13.6	395	22.4	817	16.8	1,092	21.1

- Sharp Decline in the Profitability of Phosphate Business: 5% Operating Profit Compared to 12% for the Same Period in 2012*
- One-Time Tax Expense of \$118M Resulting from the Release of \$1.07B in Trapped Profits and Increase in Corporate Tax Rate –*
- ICL Fertilizers: Changes in the Potash Market and Price Erosion in the Phosphates Markets Negatively Influence Segment's Results –*
- ICL Industrial Products: Reduced Demand for Flame Retardants and a Reduction in Amount of Inorganic Bromine Sold, Affects Segment's Results –*
- ICL Performance Products: Balanced Product Portfolio and Stable Business Environment Lead to Improved Results –*
- ICL is Preparing a Dual Listing of its Shares on the New York Stock Exchange –*

*After eliminating the tax effect in respect of the release of trapped earnings and updating deferred taxes stemming from an increase in the corporate tax rate.

Tel – Aviv, Israel, November 13, 2013 – ICL (TASE:ICL), a global fertilizers and specialty minerals company that fulfills essential needs of the world's growing population in the agriculture, food and engineered materials markets, today reported its financial results for the third quarter ended September 30, 2013.

Financial Results

Decreased sales and profits during the third quarter derived primarily from weakness and instability in the potash market which led to an appreciable reduction in amounts sold and to lower selling prices of fertilizers.

Tax expense during the third quarter totaled approximately \$152 million compared to \$79 million for the third quarter of 2012. The increase in the tax rate in the quarter was influenced primarily by a non-recurring tax expense totaling around \$118 million following the Company's decision to release trapped profits and due to the increase of the corporate tax rate from 25% to 26.5%.

Net income to shareholders for the third quarter of 2013 totaled \$78 million compared to \$395 million for the parallel period of 2012. The significant reduction in net income derived from a non-recurring tax expense and from a reduction in the operating profit of the Company during the third quarter.

Dual Listing: ICL is preparing to dual list its shares on the New York Stock Exchange which will provide a financial infrastructure for additional growth by improving access to the international financial markets and providing flexibility in financing M&A activities.

Strategic Process: During the third quarter, ICL began to implement its new strategy, "Next Step Forward" which was launched at the end of the second quarter. This strategy is intended to provide the Company with the infrastructure and ability to continue its growth over the next decade. It consists of three pillars: efficiency, growth and enablers. Within the efficiency pillar, the Company is leading a structured and organized process to improve its operational processes for the purpose of saving a few hundreds of millions of dollars by 2016. ICL will improve and streamline a number of key processes, such as R&D, pricing, purchasing, energy and investments. ICL will also reduce production costs and increase competitiveness in production processes and in the production of phosphate-based and potash-based value chains. These activities are critically important, especially in the current climate of weak markets and the unstable business environment. As part of the growth pillar, ICL is examining a number of growth initiatives in the field of agriculture, food and engineered materials. For the third pillar, enablers, ICL is developing an organizational infrastructure that will support the Company's growth and efficiency while improving its management and control in the area of business systems and people processes.

Highlights of Core Business Segments

ICL Fertilizers:

Segment sales for the third quarter totaled \$780 million, representing 50.3% of

total revenues (before offsets of inter-segment sales), compared to \$1.06 billion in the comparable quarter in 2012.

The decline in the segment's results reflected primarily a decrease in potash quantities sold to China and India and due to and a reduction in selling prices of potash and phosphates. The decreases are explained by instability in the market for fertilizers and the delay in customers' purchases following Uralkali's notification to the market in late July.

Potash: Due to the erosion of India's currency and changes in the Potash market, there was a significant slowdown in potash shipments to India during the third quarter. Following negotiations with potash importers in India, potash suppliers agreed to lower the prices of existing contracts to a price of \$375 per ton (\$52 per ton less than the previous price). As a result, there was an improvement in potash sales to India towards the end of the third quarter

Potash Production: During the third quarter, ICL produced approximately 1.27 million tons of potash, an increase of 9% over the 1.16 million tons produced in the comparable quarter of 2012. The increase resulted primarily due to increases in the efficiency of production at the Company's mine in England.

Phosphates: Due to a substantial decrease in profitability of the segment's phosphate fertilizer business, primarily Rotem Amfert Negev, the operating profit of the segment for the third quarter was only approximately 5% (operating profit of \$22 million out of \$421 million in revenues), compared to operating profit of approximately 12% for the comparable period last year (operating profit of \$52 million from revenues of \$436 million.) The decrease in the phosphates business derives from lower demand for phosphate fertilizers in India and increased competition in the phosphates markets that led to a decrease in prices. .

Rotem Amfert Negev is going through one of its most difficult crises in the past several years. The phosphates fertilizers market is going through a downturn; Rotem's cost competitiveness is well below the average of global competitors; available resources will only last for 6-9 years because the Israeli government still has not granted a license for future available reserves (the Barir Field). This license will provide a scale increase through investment in larger plants across the value chain to gain economies of scale as well as investment in new and improved technologies to improve costs and production. All of these factors require Rotem to engage in an efficiency program to enable it to compete successfully with its major competitors in international markets.

Fertilizer market trends and major developments in ICL Fertilizers:

US Department of Agriculture report: In its report dated November 2013, the USDA expects a slight increase in the global grain stocks-to-use ratio to 20.1% at the end of the 2013/14 agricultural year, compared with 18.7% at the end of the previous agricultural year.

Developments in the potash market: The announcement by the potash producer Uralkali in late July triggered a process of declining potash prices in global markets which led to the delay in potash purchases by customers in anticipation of further price reductions. Towards the end of the third quarter, there was some recovery in demand for potash which continued in October.

Demand for fertilizers in Brazil: The significant demand for potash at the beginning of the year and the expectation of record potash imports has weakened somewhat during the third quarter and imports during this period was lower compared to the comparable period last year. This brought total imports during the reporting period to a level similar to the amount during the comparable period last year.

Phosphates reserves of ICL Fertilizers: ICL Fertilizers' plans to mine phosphates at the Barir Field (Zohar South) have reached the approval stage but approval has not been obtained to date. If a government decision is not made to approve mining at the Barir Field, it appears that the future of mining activities at Rotem will be dramatically impacted over the mid-term, and it will unavoidably lead to the gradual cessation of phosphate activities in Israel. ICL is working to advance the approval of mining at the Barir Field. Simultaneously, ICL is evaluating additional phosphate mining sites outside of Israel.

ICL Industrial Products:

The segment's sales for the third quarter of 2013 totaled \$301 million, representing 19.4% of total revenues (before offsets of inter-segment sales), compared with \$339 million for the third quarter of 2012. The decline reflected lower quantities sold, primarily for inorganic brominated Products, brominated flame retardants and chlorine-based biocides for water treatment, as well as from lower selling prices.

Market developments:

The slowdown of the economy throughout the world that characterized most of 2012 and continued this year led to reduced demand for electronic products and, as a result, reduced demand for the Company's flame retardants, primarily brominated flame retardants that are used in the electronics industry. The Company estimates that there will not be an improvement in demand for flame retardants used by the electronics industry until the end of the year. For the reporting period, prices of elemental bromine were relatively stable.

Demand for drilling fluids for the oil & gas market continued to be strong during the reporting period due to an increase in gas & oil exploration activities and offshore drilling, in particular.

In early 2013, the U.S. Department of Commerce decided to impose anti-dumping duties on manufacturers of chlorine-based biocides from China at a rate of between 30% and 38%. There has been no significant impact to date from the imposition of the duties on biocides prices in the US market during the reporting period.

Demand continued to strengthen for bromine-based biocides for water treatment during the reporting period.

ICL Performance Products:

The segment's sales for the third quarter of 2013 totaled \$436 million, representing 28.1% of total revenues (before offsets of inter-segment sales), an increase of 5% over the \$414 million in sales recorded for the third quarter of 2012. The increase resulted from an increase in the quantities sold, supported by first time consolidation of acquisitions, contribution from exchange rate fluctuations and moderate contribution from selling prices. The segment's operating income for the quarter totaled \$73 million, a 22% increase compared with \$60 million in the third quarter of 2012.

Market developments:

The third quarter continued to be impacted from trends that have characterized the global market recently, including the financial situation in the US, economic developments in Europe and a slowdown in China. Nevertheless, ICL Performance Products recorded good results during the reporting period primarily due to stability in prices and the segment's well balanced product portfolio.

Dividend

The Company's Board of Directors has declared that a dividend totaling \$54.5 million will be paid on December 18, 2013 in respect of the Company's third quarter 2013 results.

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About ICL

ICL is a global fertilizers and specialty minerals company that fulfills essential needs of the world's growing population, primarily in three markets: agriculture, food and engineered materials. The Company's diversified portfolio of minerals and downstream products help to increase global food supplies, improve industrial materials and processes, and make energy exploration activities more efficient and eco-friendly.

ICL produces approximately a third of the world's bromine, and is the sixth largest potash producer as well as the leading provider of pure phosphoric acid. It is a major manufacturer of specialty fertilizers and specialty phosphates, flame retardants and water treatment solutions. ICL's mining and manufacturing operations, located in Israel, Europe, the Americas and China, are supported by a global distribution and supply network.

ICL benefits from a number of unique advantages, including its vertically integrated activities and complementary and synergistic downstream operations for the production of unique end products; its balanced and varied product portfolio in growing markets; and its worldwide presence with proximity to major global markets in developing regions.

ICL's shares are traded on the Tel Aviv Stock Exchange (TASE: ICL)

Forward Looking Statement

This press release contains forward-looking assessments and judgments regarding macro-economic conditions and the Group's markets, and there is no certainty as to whether, when and/or at what rate these projections will materialize. Management's projections are likely to change in light of market fluctuations, especially in ICL's manufacturing locations and target markets. In addition, ICL is likely to be affected by changes in the demand and price environment for its products as well as the cost of shipping and energy, whether caused by actions of governments, manufacturers or consumers. ICL can also be affected by changes in the capital markets, including fluctuations in currency exchange rates, credit availability, interest rates, etc.

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(Financial tables follow)

ICL
PRINCIPAL FINANCIAL RESULTS
THREE MONTHS AND NINE MONTHS ENDED SEPTEMBER 30, 2013

	3 months ended September 30,				9 months ended September 30,			
	2013		2012		2013		2012	
	\$ millions	% of sales	\$ millions	% of sales	\$ millions	% of sales	\$ millions	% of sales
Net Sales	1,445	100.0	1,762	100.0	4,855	100.0	5,168	100.0
Gross profit	506	35.0	772	43.8	1,883	38.8	2,210	42.8
Operating income	222	15.4	483	27.4	978	20.1	1,363	26.4
Pre-tax income	230	15.9	475	26.9	976	20.1	1,323	25.6
Net income to the Company's shareholders	78	5.4	395	22.4	699	14.4	1,092	21.1
Adjusted net income to the Company's shareholders*	196	13.6	395	22.4	817	16.8	1,092	21.1
EBITDA**	315	21.8	573	32.5	1,241	25.6	1,622	31.4
Operating cash flow	394		716		1,011		1,414	
Investment in property, plant and equipment less grants received	208		209		590		564	

*After eliminating the tax effect in respect of the release of trapped profits and updating deferred taxes stemming from an increase in the corporate tax rate.

** EBITDA is calculated as follows:

	3 months ended Sept. 30,		9 months ended Sept. 30,	
	2013	2012	2013	2012
Net income	78	395	699	1,092
Amortization & depreciation	82	81	246	236
Financing expenses, net	3	18	21	64
Taxes on income	152	79	275	230
Unusual or one-time expenses				
EBITDA	<u>315</u>	<u>573</u>	<u>1,241</u>	<u>1,622</u>

ICL
PRINCIPAL RESULTS FROM CORE
MANAGERIAL SEGMENTS
THREE MONTHS AND NINE MONTHS ENDED
SEPTEMBER 30, 2013

Sales CIF by segment	3 months ended September 30,				9 months ended September 30,			
	2013		2012		2013		2012	
	\$ millions	% of gross sales	\$ millions	% of gross sales	\$ millions	% of gross sales	\$ millions	% of gross sales
ICL Fertilizers	780	50.3	1,063	57.2	2,861	55.3	3,096	56.7
ICL Industrial Products	301	19.4	339	18.2	992	19.2	1,095	20.0
ICL Performance Products	436	28.1	414	22.3	1,199	23.2	1,134	20.8
Other and offsets	(72)		(54)		(197)		(157)	
Total	1,445		1,762		4,855		5,168	

Note: Segment sales data and their percentage of total sales are before offsets of inter-segment sales.

Operating income by segment	3 months ended September 30,				9 months ended September 30,			
	2013		2012		2013		2012	
	\$ millions	% of segment sales	\$ millions	% of segment sales	\$ millions	% of segment sales	\$ millions	% of segment sales
ICL Fertilizers	135	17.3	367	34.5	734	25.6	1,019	32.9
ICL Industrial Products	27	8.8	52	15.5	124	12.5	193	17.6
ICL Performance Products	73	16.8	60	14.4	161	13.4	147	13.0
Other and offsets	(13)		4		(41)		4	
Total	222		483		978		1,363	