

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

**Re: Immediate Report on calling an Annual General Meeting in accordance with the Securities (Immediate and periodic reports) Regulations, 5730-1970, the Companies Law, 5759-1999**

Notice is hereby given in accordance with the Securities (Immediate and periodic reports) Regulations, 5730-1970 ("the Immediate Report Regulations") and the Companies Law, 5759-1999 ("the Companies Law") concerning the convening of the Annual General Meeting of shareholders of Israel Chemicals Ltd. ("the Company"), which will convene on Tuesday, August 25, 2009 at 10:00 at the Company's offices, 23 Aranha Street, Millenium Tower, Tel-Aviv, the items stipulated below being on the agenda.

**Items on the agenda of the Annual General Meeting of the Company**

The following items are on the agenda of the Company's Annual General Meeting:

1. **Presentation and explanation of the financial statements, Directors' Report and the Company's Periodic Report for 2008, and a discussion thereon.**
2. **Reappointment of the serving Directors (who are not external directors) and approval of the terms of their appointments**

Explanations

- 2.1 The Company's Annual General Meeting is requested to approve the reappointment of all the serving directors of the Company who are not external directors (for names of the directors, see Resolution 2 on the Agenda below) for an additional period until the end of the next Annual General Meeting.
- 2.2 The remuneration paid to the said directors shall continue to be the maximum remuneration paid to external directors (or expert external directors, as applicable) in accordance with the Companies Regulations (Rules in respect of Remuneration and Expenses of an External Director), 5760 – 2000. In addition, the directors shall continue to benefit from the Company's current insurance arrangements, waiver of liability and undertaking of indemnification, in accordance with the resolutions of the Annual General Meeting on November 25, 2001 and August 30, 2007 (as updated on November 10, 2008), as approved from time to time for the Company's office holders.
- 2.3 Notwithstanding the foregoing it should be noted that in accordance with the management agreement between the Company and the Israel Corporation (its controlling shareholder), which will be submitted for approval at an Extraordinary General Meeting of shareholders of the Company to be convened on July 20, 2009, starting in 2009 the Company and its subsidiaries (as applicable) shall cease to pay directors' remuneration for office holders employed by the Israel Corporation or by H.L. Management & Consulting (1986) Ltd. (a wholly owned subsidiary of Israel Corporation) on the Board of Directors of the Company and its subsidiaries. Accordingly, subject to the approval of the said Extraordinary General Meeting, the Company will no longer pay directors'

remuneration to Mr. Nir Gilad, Mr. Avisar Paz CPA, and Adv. Noga Yatziv for serving on the Board of Directors of the Company or its subsidiaries (as applicable).

2.4 The resolutions, as stated in sections 2.2 and 2.3 above, were approved by the Audit Committee and Board of Directors at their meetings on July 15, 2009.

2.5 All the directors who were proposed for appointment in this resolution, have signed a declaration in accordance with section 224B(a) of the Companies Law, a copy of which is attached as Appendix A to this report. For details of each of the said directors as required by Regulation 26 of the Immediate Reports Regulations, see Section 4 of the Company's Periodic Report for 2008 as published by the Company on March 30, 2009 (ref. 071403-01-2009). This mention constitutes an inclusion by way of reference.

3. **Approval for Directors' Remuneration (for those who are not External Directors) for Serving on the Boards of the Company and its Subsidiaries**

Explanations

3.1 The following directors also serve on the Boards of Directors of the Company's wholly owned subsidiaries, as follows:

**On the Boards of Dead Sea Works Ltd and Rotem Amfert Negev Ltd (ICL Fertilizers) there are Messrs Nir Gilad, Avisar Paz, Victor Medina, Haim Erez, Moshe Vidman and Avraham (Baiga) Shochat.**

**On the Boards of Dead Sea Bromine Ltd and Bromine Compounds Ltd (ICL Industrial Products) there are Messrs Nir Gilad, Amnon Sadeh, Avisar Paz, Yossi Rosen and Avraham (Baiga) Shochat.**

3.2 It is proposed to approve that the remuneration paid to the said above directors (as applicable) for serving on the Boards of these subsidiaries (as detailed above) shall be according to the maximum paid to external directors (or expert external directors, as applicable) in accordance with the Companies Regulations (Rules in respect of Remuneration and Expenses of an External Director), 5760 – 2000, as they shall be from time to time, and according to the rank of the applicable subsidiary. The aforementioned subsidiaries have the highest ranking of the companies and accordingly maximum remuneration shall be paid. **It is hereby noted that one annual fee shall be paid for serving on the Boards of ICL Fertilizers, and one annual fee for serving on the Boards of ICL Industrial Products.**

3.3 Notwithstanding the foregoing, it is noted that remuneration in respect of section 3.2 shall be paid subject to the stipulations in section 2.3 above.

3.4 The proposed resolution was approved by the Audit Committee and thereafter by the Company's Board of Directors at their meetings on July 15, 2009.

4. **Extension of the Appointment of Prof. Yair Orgler as an External Director of the Company for a Further Period of Three Years and Approval of the Terms of the Appointment in respect of Waiver, Insurance and Indemnification**

Explanations

- 4.1 The first appointment of Prof. Yair Orgler as an External Director of the Company ends on September 4, 2009. It is proposed to extend his appointment by a further three years, in accordance with section 245(A) of the Companies Law. It is noted that Prof. Orgler has been deemed in the past by the Company's Board of Directors as an expert in accounting and finance, in accordance with the provisions of the Companies Regulations (Terms and Criteria for a Director with Accounting and Financial Expertise and a Director with Professional Qualifications), 5766 – 2005 and accordingly as an expert external director in accordance with the Companies Regulations (Rules in respect of Remuneration and Expenses for an External Director), 5760 – 2000.
- 4.2 Prof. Orgler has signed the declaration in accordance with clauses 224B(1) and 241 of the Companies Law, a copy of which is attached in Appendix A to this report. For details concerning Prof. Orgler as required by Regulation 26 of the Immediate Reports Regulations, see Section 4 of the Company's Periodic Report for 2008 (see section 2.5 above). This mention constitutes an inclusion by way of reference.
- 4.3 At their meetings on July 15, 2009, the Audit Committee and the Company's Board of Directors approved that the remuneration to be paid to Prof. Orgler for his appointment as an external director of the Company shall be the maximum remuneration that can be paid to an expert external director in accordance with the Companies Regulations (Rules in respect of Remuneration and Expenses for an External Director), 5760 – 2000, in companies of the ranking of the Company (based upon shareholders' equity). In addition, Prof. Orgler shall continue to benefit from the Company's current insurance arrangements, waiver of liability and undertaking of indemnification, in accordance with the resolutions of the Annual General Meeting on November 25, 2001 and August 30, 2007 (as updated on November 10, 2008), as approved from time to time for the Company's office holders.

5. **Appointment of Dr. Miriam Haran as an External Director of the Company for a period of three years**

Explanations

- 5.1 The second appointment period of Mr. Yaakov Dior as an external director of the Company ends on September 1, 2009, as required by the provisions of the Companies Law.
- 5.2 It is proposed to appoint Dr. Miriam Haran as an external director of the Company for a period of three years, commencing from the date of the Annual General Meeting and until August 24, 2012. Dr. Haran has signed the declaration in accordance with clauses 224B(1) and 241 of the Companies Law, a copy of which is attached in Appendix A to this report. Dr. Haran is deemed by the Board of Directors to have professional qualifications in accordance with the provisions of the Companies Regulations (Terms and Criteria for a Director with Accounting and Financial Expertise and a Director with Professional Qualifications), 5766 – 2005 and accordingly as an expert external director in accordance with the Companies Regulations (Rules in respect of Remuneration and Expenses for an External Director), 5760 – 2000.

5.3 At their meetings on July 15, 2009, the Audit Committee and the Company's Board of Directors approved that the remuneration to be paid to Dr. Haran for her appointment as an external director of the Company shall be the maximum remuneration that can be paid to an expert external director in accordance with the Companies Regulations (Rules in respect of Remuneration and Expenses for an External Director), 5760 – 2000, in companies of the ranking of the Company (based upon shareholders' equity).

5.4 Below are details concerning Dr. Haran, as required by regulation 26 of the Immediate Reports Regulations:

<b>Name:</b>	<b>Miriam Haran</b>
<b>ID No.:</b>	818435
<b>Date of birth:</b>	1949
<b>Address for serving court documents:</b>	5 Kadesh Luz Street, Jerusalem
<b>Citizenship:</b>	Israeli
<b>Membership of committees of the Board of Directors:</b>	To be decided
<b>Serving as an external director:</b>	Yes
<b>Is she an employee of the Company, a subsidiary, an affiliate or of an interested party, and what position does she hold:</b>	No
<b>Commencement date as director:</b>	August 25, 2009
<b>Education:</b>	B.Sc. in Natural Sciences, Hebrew University, Jerusalem. Ph. D. in organic chemistry, Brandeis University, Mass., USA
<b>Employment during last five years:</b>	Manager of the Environmental Specialty department for MBA students, Ono Academic College; Consultant to the LR Group; Consultant to Eilat – Ashdod Pipeline; Chairperson of the Consultative Committee of the Ramco Green Fund; Chief Scientist of the Tamarix Venture Capital Fund; Chairperson of the Environmental Committee of the T-A – LA Partnership; Member of the Public Team of “Ma’aleh”; Member of the President’s “Green Blue and White” Environmental Team; Director General of the Ministry of the Environment.
<b>Other companies in which she serves as a director:</b>	The Environmental Services Company
<b>Has professional qualifications</b>	Yes
<b>Is she a family relation of another controlling shareholder in the</b>	No

**Company:**

**Has accounting and financial expertise to comply with the minimum number set by the Board of Directors** No

**Expert external director** Yes

**6. Provision of a Waiver and Undertaking of Indemnification to Dr. Miriam Haran and Approval of the Terms of Appointment in respect of Insurance**

Explanations

6.1 Subject to approval of her appointment as an external director as stated in Resolution 5 on the agenda, it is proposed providing a waiver of liability and undertaking of indemnification to Dr. Miriam Haran in accordance with existing arrangements for the Company's office holders, in accordance with resolutions of the Company's General Meeting of November 25, 2001 and August 30, 2007, and as approved from time to time for the Company's office holders. In addition, Dr. Haran shall be entitled to benefit from the existing insurance arrangements in the Company in accordance with the resolution of the General Meeting of August 30, 2007 (as updated on November 10, 2008), and as approved from time to time for the Company's office holders.

6.2 The proposed resolution was approved by the Audit Committee and thereafter by the Company's Board of Directors at their meetings on July 15, 2009.

**7. Approval of Remuneration of External Directors for their Appointments in Subsidiaries**

Explanations

7.1 In accordance with the Companies Regulations (Matters not Representing Linkage), 5767 – 2006, it is possible to appoint external directors to the Boards of Directors of a Company's wholly owned subsidiaries and to pay them remuneration for such appointment, in accordance with the conditions stipulated in the said regulations. The Company is of the opinion that the appointment of external directors to the Boards of Directors of its main subsidiaries is right and proper, and it therefore intends to act to reappoint the external directors Prof. Yair Orgler in ICL Industrial Products and to appoint the external director Dr. Miriam Haran in ICL Fertilizers.

7.2 It is accordingly proposed to appoint (subject to approval of Resolution 4 concerning Prof. Orgler and Resolution 5 concerning Dr. Haran) that for the appointment of Prof. Orgler and Dr. Haran as directors of the said subsidiaries they shall be entitled to remuneration in accordance with the provisions of regulations 2(1) and (5)2 of the Companies Regulations (Matters not Representing Linkage), 5767 – 2006, as they shall be from time to time.

7.3 In accordance with the said regulations as they are at this date, the remuneration an expert external director shall receive for his/her appointment as a director of all or part of the subsidiaries each year shall not exceed the lower amount of: (1) an amount calculated based upon the number of meetings attended at the subsidiaries (remuneration for each meeting shall not exceed the maximum amount set in the Remuneration Regulations for External Directors for companies of the ranking of the

subsidiaries); or (2) the annual remuneration set in the Remuneration Regulations for External Directors based on the company's ranking. The aforementioned subsidiaries have the highest ranking for companies, and accordingly the maximum rate remuneration shall be paid.

8. **Reappointment of the Company's Auditors and Setting of their Fees**

Explanations

It is proposed to reappoint the Company's auditors, KPMG Somekh Chaikin, Accountants, as auditors of the Company for 2009 until the end of the next Annual General Meeting (including all audit activities or other investigations that shall be required, if required, for prior periods) and to authorize the Board of Directors to set their fees for audit activities and other services for the said period. In addition, a report on the contractual terms with the auditors will be submitted for audit activities and other services for 2008.

**Text of Proposed Resolutions on the Agenda**

1. Presentation and explanation of the financial statements, Directors' Report and the Company's Periodic Report for 2008, and a discussion thereon. On this item a vote will not be held, but only a discussion.
2. To reappoint all the Company's present directors (who are not external directors): Mr. Nir Gilad, Mr. Yossi Rosen, Adv. Noga Yatziv, Mr. Avisar Paz CPA, Mr. Victor Medina, Mr. Moshe Vidman, Mr. Amnon Sadeh and Mr. Avraham (Baiga) Shochat, for an additional period as directors of the Company, until the end of the next Annual General Meeting.  
The remuneration that shall be paid to the said directors shall continue to be the maximum remuneration paid to external directors (or expert external directors, as applicable) in accordance with the Companies Regulations (Rules in respect of Remuneration and Expenses for an External Director), 5760 – 2000. Notwithstanding the foregoing, subject to the approval of an Extraordinary General Meeting of the Company's shareholders that will convene on July 20, 2009, the Company shall not pay directors' remuneration to Mr. Nir Gilad, Mr. Avisar Paz CPA and Adv. Noga Yatziv for their service as directors of the Company and the Company's subsidiaries (as applicable).  
The directors shall continue to benefit from the Company's current insurance arrangements, waiver of liability and undertaking of indemnification, in accordance with the resolutions of the Annual General Meeting on November 25, 2001 and August 30, 2007 (as updated on November 10, 2008), as approved from time to time for the Company's office holders.
3. To approve that the remuneration to be paid to the directors Nir Gilad, Haim Erez, Moshe Vidman, Avisar Paz, Victor Medina and Avraham (Baiga) Shochat for their service in ICL Fertilizers and to the directors Nir Gilad, Amnon Sadeh, Avisar Paz, Yossi Rosen, and Avraham (Baiga) Shochat for their service in ICL Industrial Products, shall be the maximum rate paid to external directors (or to expert external directors, as applicable) in accordance with the Companies Regulations (Rules in respect of Fees and Expenses of an External Director), 5760 – 2000, as they shall be from time to time, and according to the rank of the applicable subsidiary, subject to the said Resolution 2 above.
4. To extend the appointment of Prof. Yair Orgler as external director of the Company for an additional three-year period commencing September 5, 2009 until September 4, 2012.

Prof. Orgler shall continue to benefit from the Company's current insurance arrangements, waiver of liability and undertaking of indemnification, in accordance with the resolutions of the Annual General Meeting on November 25, 2001 and August 30, 2007 (as updated on November 10, 2008), as approved from time to time for the Company's office holders.

5. To appoint Dr. Miriam Haran as an external director of the Company for a period of three years, commencing at the date of the Annual General Meeting until August 24, 2012.
6. To approve (subject to approval of Resolution 5 on the agenda) providing a waiver of liability and undertaking of indemnification to Dr. Miriam Haran in accordance with existing arrangements for the Company's office holders, in accordance with resolutions of the Company's General Meeting of November 25, 2001 and August 30, 2007, and as approved from time to time for the Company's office holders. Dr. Haran shall be entitled to benefit from the existing insurance arrangements in the Company in accordance with the resolution of the General Meeting of August 30, 2007 (as updated on November 10, 2008), and as approved from time to time for the Company's office holders.
7. To appoint (subject to approval of Resolution 4 concerning Prof. Orgler and Resolution 5 concerning Dr. Haran) that for the appointment of Prof. Orgler at ICL Industrial Products and Dr. Haran at ICL Fertilizers they shall be entitled to remuneration in accordance with the provisions of regulations 2(1) and (5)2 of the Companies Regulations (Matters not Representing Linkage), 5767 – 2006, as they shall be from time to time.
8. To reappoint the Company's auditors, KPMG Somekh Chaikin, Accountants, as auditors of the Company for 2009 until the end of the next Annual General Meeting (including all audit activities or other investigations that shall be required, if required, for prior periods) and to authorize the Board of Directors to set their fees for audit activities and other services for the said period.

### **Majority required**

The majority required for passing the resolutions on the agenda of the Annual General Meeting (including a postponed meeting, if such is held) is as follows:

In respect of Resolutions 2, 3, 6, 7 and 8 - a majority of the votes of the shareholders who attend, in person or by proxy, who are entitled to attend the meeting and who participate in the vote.

In respect of Resolutions 4 and 5 - a majority of the votes of the shareholders who attend, in person or by proxy or by means of voting slips, who are entitled to attend the meeting and who participate in the vote, provided that one of these obtains:

- (1) The count of the majority votes shall include at least one third of all the votes of shareholders who are not controlling shareholders in the Company or those acting on their behalf, who are taking part in the vote; in the count of all votes of the said shareholders, abstentions shall not be taken into account.
- (2) The total number of votes against among the shareholders stipulated in sub-clause (1) above shall not exceed one percent of all voting rights in the Company.

### **Quorum and Postponed Meeting**

A quorum for holding the meeting is constituted when there are at least two shareholders present, in person or by proxy, who together hold more than 50% of the issued shares granting voting rights in the Company, within half an hour of the time set for opening the meeting. If a quorum is not present at the general meeting at the end of half an hour from the time set for the start of the meeting, the meeting will be postponed to the same day of the following week, at the same time and in the same place. If at the postponed meeting a quorum is not constituted after the elapse of half an hour from the time set for the meeting, then two shareholders who have voting rights and who hold at least one third of the issued share capital of the Company, who are present in person or by proxy, shall constitute a quorum.

#### **Eligibility to Vote and the Effective Date**

Pursuant to Section 182 of the Companies Law and to Article 3 of the Companies (Voting slips and position notices) Regulations, 5766-2005, the effective date for determining the eligibility of a shareholder in the Company for the matter of the right to attend and vote at the Annual General Meeting and the postponed meeting, is the close of trading on the Tel Aviv Stock Exchange Ltd. on Thursday, July 27, 2009 (the "Effective Date").

A Company shareholder may attend and vote at the meeting in person or may appoint a proxy, who can attend the Annual General Meeting and vote on his behalf (as provided in the Articles of Association of the Company). A letter of appointment appointing such a proxy to vote ("the Letter of Appointment") must be in writing and signed by the appointer, and if the appointer is a corporation, it must be signed in a way duly binding upon the corporation. The Letter of Appointment should be deposited in the Company's offices at least 48 hours prior to the start of the meeting or the postponed meeting, as the case may be.

Pursuant to the Companies (Proof of ownership of a share for voting at the general meeting) Regulations, 5751-2000, a shareholder in whose name a share is registered with a member of the stock exchange and that share is included among the shares registered in the register of members in the name of the nominee company, who wishes to vote at the General Meeting, should submit to the Company confirmation from that member of the stock exchange with which its right to a share is registered, concerning its ownership of the share on the Effective Date, as required under those Regulations.

#### **Voting papers and position notices**

A shareholder may vote at the General Meeting on Resolutions 4 and 5 on the agenda by means of a voting slip as described below. The text of the voting slip and position notices in respect of this meeting can be found on the website of the Securities Authority at [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and on the website of the Tel Aviv Stock Exchange Ltd. at [www.tase.co.il](http://www.tase.co.il). A shareholder may contact the Company directly, to receive from it, free of charge, the text of the voting slip and of the position notice. The vote will be cast on the second part of the voting slip, as published on the Securities Authority website at the above address.

A member of the stock exchange shall send, free of charge and by email, a link to the text of the voting slip and position notice on the distribution website of the Securities Authority, to every shareholder not registered on the shareholders register and whose shares are registered for a stock exchange member, if the shareholder announces that he/she is interested, on condition that such notice be given for a specific shares account and at a date prior to the effective date.

A shareholder whose shares are registered with a member of the stock exchange is entitled to receive confirmation of ownership from the stock exchange member, through whom his/her shares are held, at a branch of the stock exchange member or by post to his/her own address after payment of postal charges only, if so requested, and if this request is made in advance for a specific securities account.

The voting slip and the documents that must be attached to it (as listed on the voting slip) must be submitted to the Company's offices by August 20, 2009 at 17:00. In this respect, "time of submission" is the date a voting paper and accompanying documents arrive at the Company's offices.

The last date for submission of position notices to the Company is August 6, 2009. The last date for submission of the response of the Board of Directors to position notices, if and insofar as position notices of shareholders are submitted and the Board of Directors elects to submit its response to those position notices, is August 11, 2009.

Delivery of voting slips and position notices shall be by hand or by registered mail.

At the date of this report, the number of shares representing 5% of all the voting rights in the Company is 63,261,428 ordinary shares of the Company. At the date of this report, the number of shares representing 5% of all the voting rights not held by the controlling shareholder in the Company as defined in Section 268 of the Companies Law is 29,654,169 ordinary shares of the Company.

A shareholder participating in the vote at the meeting on Resolutions 4 and 5 on the agenda, whether in person or by proxy, shall inform the Company prior to the vote at the meeting or if the vote is by voting slip – on the voting slip by a mark in the second part of the voting slip in the place reserved for this, whether or not he/she is a controlling shareholder or acting on their behalf. If a shareholder or proxy does not so announce, he/she shall not vote at the meeting and his/her vote shall not be counted.

#### **Review of the Immediate Report**

A copy of this report can be reviewed by appointment with the General Counsel and Company Secretary, Adv. Lisa Haimovitz, at the registered office of the Company, 23 Aranha Street, Millennium Tower, Tel Aviv, at telephone no 03-6844412 or fax no. 03-6844435, on Sunday – Thursday between 09:00 and 16:00, up to the date of convening the Annual General Meeting, and also on the website of the Securities Authority at [www.magna.isa.gov.il](http://www.magna.isa.gov.il).

**Yours sincerely,**

**Israel Chemicals Ltd.**

**Voting Slip in Accordance with the Companies Regulations (Voting Slips and Position Notices), 5766 - 2005**

**("the Regulations").**

**Part 1**

1. **Company Name:** Israel Chemicals Ltd. ("the Company").
2. **Type of General Meeting, date and place:** Annual General Meeting of the Company's shareholders, which will convene on Monday, August 25, 2009 at 10:00, at the registered offices of the Company at 23 Aranha Street, Millennium Tower (23<sup>rd</sup> Floor), Tel-Aviv. If the meeting is postponed it will take place on the same day of the following week, at the same time and at the same place.
3. **This Vote**<sup>1</sup>
  - 3.1 **To extend the appointment of Prof. Yair Orgler as external director of the Company for an additional three-year period commencing September 5, 2009 until September 4, 2012. Prof. Orgler shall continue to benefit from the Company's current insurance arrangements, waiver of liability and undertaking of indemnification, in accordance with the resolutions of the Annual General Meeting on November 25, 2001 and August 30, 2007 (as updated on November 10, 2008), as approved from time to time for the Company's office holders.**

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<sup>1</sup> It is noted that additional items are included on the agenda of the Annual General Meeting (for which it will not be possible to vote using the voting slips). They are: Presentation of the financial statements, Directors' Report, the Periodic Report for 2008 and a discussion thereon, reappointment of all the Company's serving directors (who are not external directors) and approval of the terms of their appointment, approval of remuneration for the Company's directors (who are not external directors) for serving in the Company's subsidiaries, provision of a waiver and undertaking of indemnity for Dr. Miriam Haran and approval of the terms of her appointment in respect of insurance, approval of external directors' remuneration for their service in subsidiaries, and reappointment of the Company's auditors and setting of their fees, all as detailed in the Immediate Report dated July 15, 2009, to which this voting slip is attached.

For details concerning Prof. Orgler as required by Regulation 7(5)(B) of the Companies Regulations (Voting slips and position notices), 5766 – 2005 and by Regulation 26 of the Immediate Reports Regulations, see Part 4 of the Company's Periodic Report for 2008 as published by the Company on March 30, 2009 (Ref. 2009-01-071403 ) Prof. Orgler has signed a declaration in accordance with sections 224B(A) and 241 of the Companies Law, a copy of which is attached to the Company's Immediate Report dated July 15, 2009, to which this voting slip is attached.

**3.2 Appointment of Dr. Miriam Haran as an external director of the Company for a period of three years, commencing at the date of the Annual General Meeting until August 24, 2012.**

Below are details concerning Dr. Miriam Haran as required by Regulation 7(5)(A) of the Companies Regulations (Voting slips and position notices), 5766 – 2005 and by Regulation 26 of the Immediate Reports Regulations:

<b>Name:</b>	Miriam Haran
<b>ID No.:</b>	818435
<b>Date of birth:</b>	1949
<b>Address for serving court documents:</b>	5 Kadesh Luz Street, Jerusalem
<b>Citizenship:</b>	Israeli
<b>Membership of committees of the Board of Directors:</b>	To be decided
<b>Serving as an external director:</b>	Yes
<b>Is she an employee of the Company, a subsidiary, an affiliate or of an interested party, and what position does she hold:</b>	No
<b>Commencement date as</b>	August 25, 2009

**director:**

**Education:** B.Sc. in Natural Sciences, Hebrew University, Jerusalem.  
Ph. D. in organic chemistry, Brandeis University, Mass., USA

**Employment during last five years:** Manager of the Environmental Specialty department for MBA students, Ono Academic College; Consultant to the LR Group; Consultant to Eilat – Ashdod Pipeline; Chairperson of the Consultative Committee of the Ramco Green Fund; Chief Scientist of the Tamarix Venture Capital Fund; Chairperson of the Environmental Committee of the T-A – LA Partnership; Member of the Public Team of “Ma’aleh”; Member of the President’s “Green Blue and White” Environmental Team; Director General of the Ministry of the Environment.

**Other companies in which she serves as a director:** The Environmental Services Company

**Is she a family relation of another controlling shareholder in the Company:** No

**Has professional qualifications** Yes

**Has accounting and financial expertise to comply with the minimum number set by the Board of Directors** No

**Expert external director** Yes

Dr. Miriam Haran has signed a declaration in accordance with sections 224B(A) and 241 of the Companies Law, a copy of which is attached to the Company’s Immediate Report dated July 15, 2009, to which this voting slip is attached.

**4. Place and times when the full text of the proposed resolution can be viewed:**

The text of the proposed resolutions including the declarations of the candidates to be external directors may be viewed at the websites of the Securities Authority [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and of the Tel-Aviv Stock Exchange [maya.tase.co.il](http://maya.tase.co.il), and at the Company’s offices by prior coordination with General Counsel and Company Secretary, Adv. Lisa Haimovitz, at the registered office of the Company, whose address is above, tel. 03-6844412 or fax no. 03-6844435, on Sunday – Thursday

between 09:00 and 16:00, up to the date of convening the Annual General Meeting.

5. **There shall be a separate vote for each candidate to serve as an external director.**
6. **The majority required to pass resolutions on the agenda, which can be voted on using the voting slip:** The majority required to pass resolutions on the agenda as detailed in section 3 above, which can be voted on using this voting slip, is a majority of shareholders present, whether in person or by proxy or by voting slips, who are entitled to participate in a General Meeting and who take part in the vote, subject to one of the following:
  - 6.1 The count of the majority votes shall include at least one third of all the votes of shareholders who are not controlling shareholders in the Company or those acting on their behalf, who are taking part in the vote; in the count of all votes of the said shareholders, abstentions shall not be taken into account.
  - 6.2 The total number of votes against among the shareholders stipulated in section 6.1 above shall not exceed one percent of all voting rights in the Company.
7. **Note concerning shareholder who is a controlling shareholder or acting on his/her behalf:** A shareholder participating in the vote at the meeting shall mark in the second part of the voting slip in the place reserved for this, as required by section 239(B) of the Companies Law whether or not he/she is a controlling shareholder or acting on their behalf and specify as necessary the nature of the relevant connection. If the shareholder did not mark the voting slip as stated and/or did not describe the relevant connection as stated, his/her vote shall not be counted.
8. **Validity of voting slip:** The vote will take place in the second part of this voting slip, where the shareholder shall indicate his/her manner of voting for the resolutions on the agenda. The voting slip shall only be relevant if attached to it is confirmation of the ownership of the non-registered shareholder (namely one

whose shares are registered with a stock exchange member and these shares are included in the shares registered on the Company's register of shareholders), or a photocopy of the identity card, passport or certificate of incorporation, if the shareholder is registered in the Company's books. The voting slip and said confirmations are to be submitted to the Company not later than seventy-two hours prior to the time of the vote. In this respect, "time of submission" is the date a voting paper and accompanying documents arrive at the Company's offices.

9. The Company has no arrangements for voting over the Internet.
10. **Company's address for submission of voting slips and position notices** The Company's offices, 23 Aranha Street, Millennium Tower, Tel-Aviv 61202, c/o Adv. Lisa Haimovitz, the Legal Counsel and Company Secretary.
11. The last date for submission of position notices to the Company is August 6, 2009. The last date for submission of the response of the Board of Directors to position notices, if and insofar as position notices of shareholders are submitted and the Board of Directors elects to submit its response to those position notices, is August 11, 2009.
12. **Websites of the stock exchange on which can be found the voting slips and position notices** (insofar as they exist): [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and <http://maya.tase.co.il>, respectively.
13. **Receipt for confirmation of ownership:** A shareholder is entitled to receive a conformation of ownership at a branch of the stock exchange member or by mail, if he/she so requests. A request in this regard shall be provided in advance for a specific shares account.
14. **Receipt of voting slips and position notices from a stock exchange member:** An unregistered shareholder is entitled to receive free of charge by e-mail a link to the text of the voting slip and position notices on the website, from a stock exchange member through whom his/her shares are held, unless he/she informed the member of the stock exchange that he/she is not interested to receive the said link, or that he/she is interested to receive the voting slips by mail for a fee. The

notification in respect of voting slips shall also apply to receiving the position notices.

- 15. Inspection of voting slips and position notices:** One or more shareholders holding shares that represent five percent or more of the Company's voting rights, and also a shareholder holding the said amount out of the total voting rights not held by a controlling shareholder in the Company as defined in section 268 of the Companies Law, is entitled after the General Meeting will have convened to inspect the voting slips received at the Company, as stipulated in regulation 10 of the Regulations, at the Company's registered offices Sunday – Thursday during regular office hours.

The number of shares representing five percent of the Company's total voting rights is 63,261,428 ordinary shares of the Company with a par value of NIS 1 each. The number of shares representing five percent of the Company's total voting rights that are not held by a controlling shareholder of the Company (as defined in section 268 of the Companies Law) is 29,654,169 ordinary shares of the Company.

- 16. Indicating vote:** A shareholder shall indicate his/her vote for items on the agenda and for which it is possible to vote using this voting slip, on the second part thereof.

**Voting Slip in accordance with the Companies Regulations (Voting Slips and Position Notices), 5766 - 2005**

**(“the Regulations”).**

**Part 2**

- 1. Company Name:** Israel Chemicals Ltd. (“the Company”).
- 2. Company’s address (for submitting and sending voting slips):** The Company’s offices, 23 Aranha Street, Millennium Tower, Tel-Aviv 61202, c/o Adv. Lisa Haimovitz, the Legal Counsel and Company Secretary.
- 3. Company No.:** .52-002783-0
- 4. Date and time of meeting:** Tuesday August 25, 2009 at 10:00. If the meeting is postponed it will take place on the same day of the following week, at the same time and in the same place.
- 5. Type of meeting:** Annual General Meeting
- 6. The effective date for ownership of shares in respect of voting rights at the General Meeting:** Tuesday July 27, 2009.
7. The Company has no arrangements for voting over the Internet.
- 8. Shareholder’s details (to be completed by the shareholder)**

Name of shareholder:\_\_\_\_\_

ID No.:\_\_\_\_\_

If the shareholder does not have an Israeli ID No.-

Passport No.:\_\_\_\_\_

Country of issue:\_\_\_\_\_

Valid until:\_\_\_\_\_

If the shareholder is a company -

Company No.: \_\_\_\_\_

Country of incorporation: \_\_\_\_\_

9. Vote

Item no. on agenda	Vote <sup>1</sup>			Appointment of external director (section 239(B) of the Companies Law) – Are you a controlling shareholder or on his/her behalf <sup>2</sup> ?	
	In favor	Against	Abstain	Yes	No
<p>4. Extension of the appointment of Prof. Orgler as an external director of the Company, for an additional period of three years commencing September 5, 2009 until September 4, 2012.</p> <p>Prof. Orgler shall continue to benefit from the Company's current insurance arrangements, waiver of liability and undertaking of indemnification, in accordance with the resolutions of the Annual General Meeting on November 25, 2001 and August 30, 2007 (as updated on November 10, 2008), as approved from time to time for the Company's office holders.</p>					
<p>5. Appointment of Dr. Miriam Haran as an external director of the Company for a period of three years, commencing at the date of the Annual General Meeting until August 24, 20124.</p>					

**Details<sup>1</sup>** (To be completed if you are a controlling shareholder or acting on his behalf)

If you are a “controlling shareholder” or acting on his behalf, in respect of the extension of the appointment of Prof. Orgler as an external director or in respect of the appointment of Dr. Miriam Haran as an external director, kindly specify the nature of the relevant connection:

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**For shareholders whose shares are held by a stock exchange member (in accordance with section 177(1) of the Companies Law, 5759 – 1999) – this voting slip is only valid if accompanied by confirmation of ownership.**

**For shareholders registered in the Company’s register of shareholders – this voting slip is valid if accompanied by a photocopy of the identity card / passport / certificate of incorporation.**

**This slip should be submitted to the Company, or sent by registered mail, such that this voting slip and the aforementioned documents are received at the registered office of the Company not later than seventy-two hours prior to the date and time of the convening of the General Meeting. A voting slip that arrives later than that shall not qualify as attendance at the meeting for purposes of a quorum for voting and shall not be included in the vote.**

**<sup>2</sup>Details**

- 1. Not marking shall be deemed abstention for that item.**
- 2. If a shareholder does not complete this column or who marks “Yes” and does not specify, his/her vote will not be counted.**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Shareholder’s signature**