

ICL – ISRAEL CHEMICALS LTD.

Reg. No. 520027830

The Company's securities are listed for trade on the Tel Aviv Stock Exchange

Abbreviated Name: ICL

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The Securities Authority

[www.isa.gov.il](http://www.isa.gov.il)

The Tel Aviv Stock Exchange

[www.tase.co.il](http://www.tase.co.il)

**Immediate Report re Distribution of Dividend in Cash for Securities**

Regulation 37(A) of Securities Regulations  
(Immediate and Periodical Reports), 1970

1. We wish to report that on August 23, 2010 the Company's board of directors decided to distribute a dividend that will be paid on the Company's securities:

- Shares

Other Securities (such as Financial Instruments)

2. The amount of the dividend to be paid is USD 177,000,000.
3. The balance of the Company's profits as defined in section 302 of the Companies Law, 5759-1999, subsequent to the distribution reported in this report, amount to USD 1,876,000,000.
4. Dividend approval process:

The decision was made by the board of directors in accordance with the policy established on May 24, 2010 and after taking into consideration the financial results as reported in the annual audited financial statements for 2009, and the financial report for the period ended on June 30th 2010 and after reviewing the Company's profits, its cash flow, its outstanding debt, including expected repayments, its capital structure, its investment plans and credit lines.

ICL's board of directors decided, subsequent to receipt of the Company's management approval, that the distribution of dividends conforms with criteria for distributing dividends as set out in the Companies Law, and that there is no reasonable concern that the distribution of the dividend will prevent the Company from meeting its existing and expected obligations as they come due, and that the distribution complies with the profit and solvency criteria as set forth in section 302 of the Companies Law

5. The Determining Date (the "Com" date) is: September 6, 2010.

The dividend distribution date is: September 20, 2010.

6. Details of the distribution:

- Only tax payable in Israel to be deducted from the dividend

No. of eligible Security	Name of Security	Amount of dividend per Security	Currency of dividend	Currency of payment	Date of exchange rate for payment	% Tax individuals	% Corporate Tax
281014	Ordinary share (ICL)	0.5217833	NIS –	NIS	August 23, 2010	16.7	9.91

Tax payable abroad to be deducted from the dividend

No. of eligible Security	Name of Security	Amount of dividend per Security, gross	Currency	Tax abroad %	Balance of individuals tax to be deducted in Israel %	Balance of corporate tax to be deducted in Israel %
		Amount of dividend per Security paid in Israel	Currency of dividend	Date of exchange rate for payment	Actual individuals tax in Israel %	Actual corporate tax in Israel %

The precise amount of the dividend to be paid should be noted, to accuracy of 7 decimal points for a payment in NIS and 5 decimal points for a payment in any other currency.

1. The exact rate of the dividend will be determined based on the Representative Exchange Rate of the USD on the Determining Date. The sum of the dividend to be paid per security is calculated, for reporting purposes only, at the USD exchange rate published on August 23, 2010, which was NIS 3.800 per USD 1.
2. The total amount of the dividend includes dividend in respect of the shares held by consolidated subsidiaries.
3. Dividends will be paid only to shareholders entitled to USD 2 or above.
4. The tax to be withheld at source with respect to a foreign resident: 53.12% of the total dividend will be 4%, 12.92% of the total dividend will be 15% and the remainder will be subject to treaties for the prevention of double taxation.

7. Composition of the source of the dividend

	% of the dividend
Regular Income	33.96
Approved enterprise	66.04
Income originating from abroad	_____
Income for land betterment, capital gains and depreciation	_____
Irregular income	_____

\*Approved enterprise – 53.12% of the total dividend is from the Ireland track.

8. The number of dormant shares of the company which are not eligible for dividends and in respect of which the company has to provide a letter waiving dividend receipt 22,373,500.
9. If the company has convertible securities, please describe the effect of the dividend distribution:

The distribution of dividend has no effect on the convertible securities

- The effect of the distribution of dividend on the convertible securities is as follows:

Name of Security	No. of Security	Remarks
Options 01/07	2810125	The exercise increment for the non-tradable options will be reduced to the rate of the dividend
Options 01/10	2810240	The exercise increment for the non-tradable options will be reduced to the rate of the dividend

10. Additional details pertaining to the distribution of the dividend, based on the Authority's guidelines pursuant to the section 36A of the Law pertaining to "Disclosures when distributing a dividend":

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

Former name of reporting entity:

Form structure updated: July 25, 2010

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Name of Electronic Reporter: Lisa Haimovitz. Position: General Counsel and Company Secretary.

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