



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

## **Outcome of the General Meeting held on August 25, 2009**

Herewith the resolutions passed at the General Meeting of the Company held on August 25, 2009:

1. Reappointment of 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, 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 resolution 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. Approval for 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.
3. Extension of 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 resolution 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.

The total number of shares participating in the vote, without abstentions, was 1,061,076,214, of which 671,767,520 shares were held by controlling shareholders or on their behalf, and 389,308,694 shares that are not held by controlling shareholders or on their behalf.



The number of shares voting in favor of the resolution was 1,007,392,408 (94.94% of all the shares taking part in the vote), of which 671,767,520 shares were held by controlling shareholders and 335,624,888 shares that are not held by controlling shareholders or on their behalf.

The number of shares voting against the resolution was 53,683,806 (5.06% of all the shares taking part in the vote).

4. 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.

The total number of shares participating in the vote, without abstentions, was 1,005,487,475, of which 671,767,520 shares were held by controlling shareholders or on their behalf, and 333,719,955 shares that are not held by controlling shareholders or on their behalf.

The number of shares voting in favor of the resolution was 1,005,305,250 (99.98% of all the shares taking part in the vote, of which 671,767,520 shares were held by controlling shareholders and 333,537,730 shares that are not held by controlling shareholders or on their behalf.

The number of shares voting against the resolution was 182,225 (0.02% of all the shares taking part in the vote).

5. Approval to provide 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.
6. Approval 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.
7. Reappointment of 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 authorization for the Board of Directors to set their fees for audit activities and other services for the said period.