

Israel Chemicals Ltd.
(“The Company”)

September 9, 2009

For the attention of:
The Tel-Aviv Stock Exchange Ltd
54 Ahad Ha’Am Street
Tel-Aviv 65202
(By Magna)

For the attention of:
The Securities Authority
22 Kanfei Nesharim Street
Jerusalem 95464
(By Magna)

Dear Sir or Madam,

**Re: Immediate Report on Exceptional Event or Item that Differs from the
Company’s Normal Course of Business -
Results of a Tender for Classified Investors**

Regulation 36(1) of the Securities Regulations (Periodic and Immediate Reports), 5730 - 1970

Pursuant to the Company’s Immediate Report dated September 2, 2009 (ref. no. 221841-01-2009), the Company announces that on September 8, 2009 a tender will take place for classified investors (“the Tender”), in order to obtain advance commitments from classified investors in anticipation of a possible public offering of debentures in a single offering, subject to publication of a shelf offering report, in accordance with the Company’s shelf prospectus dated August 9, 2009 (“the Shelf Prospectus”).

As part of the Tender the total monetary value of applications for purchase from classified investors for all series was about NIS 1,202,650,000 nominal value of debentures, of which the Company has agreed to purchase applications for a total value of NIS 667,419,000 nominal value of debentures. The Company is expected to publish a shelf offering report, where will be noted inter alia the planned size of the offering for each series.

Below are the details of the results of the tender to classified investors, broken down by series of debentures offered:

Debentures (Series B) – extension of existing series

In the Tender for debentures (Series B) bearing annual interest of 5.25%, unlinked to any index or any currency, (“Series B Units”), valued at a unit price as part of the
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extension of the Debentures Series (Series B), at a minimum price per unit of NIS 1,019, each unit being made up of NIS 1,000 at nominal value of debentures (Series B), orders have been received from classified investors for a total amount of NIS 967,789,000 nominal value of debentures (Series B). The unit price set in the tender was NIS 1,031 (“the Unit Price (Series B)”), and there were accordingly purchase applications from classified investors for 500,000 units of Series B (about NIS 515,500,000).

The allocation rate to classified bodies that provided a prior commitment to purchase Debentures (Series B) at the Unit Price (Series B) or at a higher price was 76.96% of total orders.

Debentures (Series C) – extension of existing series

In the Tender there were on offer Debentures (Series C) bearing variable annual interest at Libor (as defined in the Shelf Prospectus) plus 2.4% annually, with capital and interest linked to the dollar (“Series C Units”), valued at a unit price as part of the extension of the Debentures Series (Series C), at a minimum price per unit of NIS 912, each unit being made up of NIS 1,000 at nominal value of debentures (Series C), orders have been received from classified investors for a total amount of NIS 105,532,000 nominal value of debentures (Series C). The unit price set in the tender was NIS 913 (“the Unit Price (Series C)”), and there were accordingly purchase applications from classified investors for 95,040 units of Series C (about NIS 86,771,520).

The allocation rate to classified bodies that provided a prior commitment to purchase Debentures (Series C) at the Unit Price (Series C) or at a higher price was 100% of total orders.

Debentures (Series D) – new series:

In the Tender there were on offer Debentures (Series D) bearing a variable annual interest of Telbor (as defined in the shelf prospectus) for three months plus the margin determined in the Tender, the maximum margin being 1.6% per annum (“Series D Units”) at a Unit Price of NIS 1,000, each unit being made up of NIS 1,000 at nominal value of debentures (Series D), orders have been received from classified investors for a total amount of NIS 129,329,000 nominal value of debentures (Series D) The margin fixed in the Tender is 1.45% per annum, to which there were purchase applications from classified investors for 72,379 Series D Units (about NIS 72,379,000).

The allocation rate to classified bodies that provided a prior commitment to purchase Debentures (Series D) at the Tender Margin or lower was 100% of total orders.

The public offering and publication of the shelf offering report through which the said offering will be made, shall take place subject to receipt of the authorization of the Tel-Aviv Stock Exchange Ltd to register the issued securities for trading.

It should also be noted that the Company may change the amount and date of the offering at its sole discretion. It is also stipulated the Tenders for each of the series are not dependent upon each other, and that the Company may cancel one or more of the Tenders at its sole discretion.

For the sake of caution, the Company wishes to emphasize that there can be no certainty that the public offering will take place nor any certainty as to the size of the offering, its timing, terms and actually being carried out.

The other terms of the offering, if and when it takes place, shall be detailed in the shelf offering report that will be published by the Company in due course.

Yours sincerely,

Israel Chemicals Ltd.