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Israel Corporation Ltd.

Registrar Number: 520028010

**Form 121
Public**

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To:

The Securities Authority

www.isa.gov.il

To:

The Tel Aviv Stock Exchange

www.tase.co.il

Immediate Report

The Event: ICL – Settlement Agreement in Application for Certification of a Derivative Action Regarding the Bonuses

Attached is an immediate report of Israel Chemicals Ltd.

The Company is not a shell company as defined in the Stock Exchange Regulations

The date when the event first became known to the corporation: May 28, 2019.

Time: 10:00

Name of report authorized signatory and name of authorized signatory electronic signatory: Maya Alcheh-Kaplan

Position: Vice President, General Counsel and Company's Secretary

Signing Date: May 28, 2019

Name of Electronic Reporter: Maya Alcheh-Kaplan. Position: Vice President, General Counsel and Company's Secretary. Address: Aranha 23, Millennium Tower. Tel Aviv 61204. Phone – 03-6844517 Fax: 03-6844587.

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Settlement Agreement in Application for Certification of a Derivative Action Regarding the Bonuses Paid to Company Officers for 2014-2015

Further to Item 8 of the Company's Annual Report for 2018, in connection with an application for certification of a derivative action relating to bonuses paid to Company officers for 2014-2015 (the "**Certification Application**"), the Company hereby reports that a motion was filed today with the Tel Aviv District Court for approval of a settlement agreement (the "**Settlement Agreement**"), the key points of which are as follows:

1. Within 30 days of the judgment date, the Company shall be paid a total and final amount of ILS 6.5 million (approximately \$1.8 million), as well as reimbursement of expenses (the "**Settlement Amount**"), in return for "final waiver and remittance" as defined in the Settlement Agreement, and without conceding to any claim made within the Certification Application.
2. Subject to the Court's approval, the parties recommended within the Settlement Agreement that the Company will pay the Applicant, out of the Settlement Amount, a special reward of ILS 375,000 (approximately \$105,000) plus VAT, and fees to the Applicant's counsel, in the amount of ILS 1.5 million (approximately \$415,000) plus VAT, as well as reimbursement of expenses.

The Settlement Agreement is subject to approval by the Court, and there is no certainty that it will come into effect. Insofar as approved, the Settlement Agreement will conclude the proceeding between the parties and will be deemed as final waiver and remittance.

For further details regarding the Certification Application, see also the Company's immediate report dated April 27, 2017 (Ref. 2017-02-035764) (Ref. 2016-02-080200) (Ref. 2016-02-087052).

Name of the authorized signatory on the report and name of authorized electronic reporter:

Aya Landman, Adv.

Position: Company Secretary

Signature Date: May 28, 2019

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