



To
Israel Chemicals Ltd.

Declaration of Nominee to Serve as an External Director

Pursuant to Israeli Companies Law, 1999

I, the undersigned, רעות ראלף identification number 9305202551, a nominee to be appointed as External Director at the Board of Directors of Israel Chemicals Ltd. (the "Company"), hereby declare as follows:

1. I declare this declaration in connection with my appointment as External Director in the Company.
2. I am a resident of the State of Israel and qualified to serve as External Director.
3. I have the necessary skills and qualifications, and the ability to dedicate the time required in order to serve as a member of the Board of Directors of the Company, with due consideration, *inter alia*, to the Company's size and specific needs.
4. With respect to the foregoing in Section 3 above, my qualifications are as follows:
 - a. Education: (please mention the degree and the name of the academic institution)
B.A. ECONOMIC & BUSINESS MANAGEMENT FROM THE HEBREW UNIVERSITY
18 YEARS IN BANKING 14 YEARS IN THE HEALTH SYSTEM
 - b. Professional Experience: (including experience as a Director) AND MD IN PUBLIC MANAGEMENT FROM THE HEBREW UNIVERSITY
5. I was not convicted in the past five (5) years pursuant to a conclusive (non-appealable) judgment of any offense under Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Israeli Penal Law, 1977, nor under Sections 52C, 52D, 53(a) and 54 of the Israeli Securities Law, 1968, and the regulations promulgated thereunder.
6. I was not convicted in the past five (5) years by a Court outside of the State of Israel of the offenses of bribery, deceit, offenses by managers of a corporate body or offences involving misuse of non-public (insider) information.
7. I was not convicted in the past five (5) years of any other offense in respect of which a court held that, due to its substance, gravity or circumstances, I am not fit to serve as a director in a public company or in a private debentures company (as defined below), for a period of time determined by the court in its aforementioned decision.
"Debentures company" – a company whose debentures are listed for trading or were offered to the public in a prospectus as defined in the Securities Act, or which were offered to the public outside of Israel according to an offer document to the public as required by law outside Israel, and held by the public.
8. I am neither a minor nor incompetent.
9. I have not been declared bankrupt nor limited debtor under the Execution Law, 1967.

10. No Enforcement Measures have been imposed against me by an Administrative Enforcement Committee preventing me from serving as a director in any public company or private debentures company and/or in the Company.
"Enforcement Measures" – enforcement measures as stated in section 52(56) of the Securities Law imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Israeli Regulation of Investment Advice and Investment Portfolio Management Law, 1995, or under Chapter J1 of the Israeli Joint Investment Trust Law, 1994, as applicable;
"Administrative Enforcement Committee" – the committee appointed under section 52(32)(a) of the Securities Law.
11. I am not a relative of a controlling shareholder of the Company. I do not have, nor do my relatives, partners, employees, those that I am subject to directly or indirectly or a company that I am a holder of controlling interest of, on the date of appointment as External Director in the Company or two years prior thereto, any connection to the Company, to a controlling shareholder of the Company or a relative of a controlling shareholder, or to an Other Corporation. For purposes of this section:
"Connection" – the existence of a work relationship, business or professional connection generally or through control, as well as office as an executive, excluding the office of a director appointed in order to serve as an External Director of a company intending to perform an initial public offering.
"Other Corporation" – a corporation in which the controlling shareholder, on the appointment date or two years prior thereto, was the Company or a controlling shareholder thereof.
"Relative" – a partner, sibling, parent, parent's parents, child and also the child, sibling or parent of the partner or the partner of any of the aforementioned.
12. My other roles or businesses activities do not create and are not likely to create a conflict of interests with my role as an External Director in the Company and will not harm my ability to serve as External Director.
13. I do not serve as a director of another company in which one of the Company's existing directors serves as an external director.
14. I am not an employee of the Israeli Securities Authority and I am not an employee of the Tel Aviv Stock Exchange Ltd.
15. Without derogating from the provisions on section 8 above, I do not, nor do my relatives, partners, employees, a person who I am directly or indirectly subject to or a company that I am a controlling shareholder of, have any business or professional connection with a person with which a connection is prohibited according to section 240(b) of the Companies Law, even if the said connection is not general, excluding negligible connections, and I have not received any compensation against the rules set in section 244(b) of the Companies Law.

16. A declaration in regards to accounting and financial expertise / professional qualifications (please delete as appropriate), including documents and certifications supporting this expertise / qualifications, are attached as Appendix A to this declaration.

17. At the date of this declaration, I hold / I do not hold (please delete as appropriate) Company shares and / or its subsidiary and / or its related company.

My holdings, as mentioned above, are as follows:

Name, type and series of the securities	Number of the security (as listed in the Stock Exchange)	Amount of securities	Dormant Shares	Holding Percentage (fully diluted)	Holding Percentage
				Capital Voting Rights	Capital Voting Rights

18. The Company has provided me with all the details in regards to the compensation of External Directors in the Company and I agree to the said compensation.
19. To the best of my knowledge and understanding, there are no legal restrictions preventing my appointment and / or tenure as Director of the Company.
20. I hereby undertake to notify the Company of any change in the content of my declarations stated above immediately following the occurrence of such change. I am aware that my position as a Director will expire upon such notification to the Company.
21. I acknowledge that the Company has relied on my declarations stated herein when submitting my nomination for appointment as a Director and that this declaration will be found in the Company's registered address, available for the perusal of any person and will be reported by the Company according to the law.

Date: 23.11.17

Name: VALERIE RUTIT

Signature: 

Appendix A – Declaration of a nominee to serve as Director with Accounting and Financial Expertise and/or a Director with Professional Qualifications

According with the Companies Regulations (Requirements and Evaluations for a Director with accounting and financial expertise, and for a Director with professional qualification), 2005 ("Regulations on Expertise and Qualifications"), the Board of Directors of Israel Chemicals Ltd. (the "Company") is required to evaluate if you are a Director with "accounting and financial expertise" and / or "professional qualification".

According with the Regulations on Expertise and Qualifications, a Director will be considered as having "accounting and financial expertise" if "due to his education, experience and skills, the Director has a high level of skill and understanding of business - accounting issues and of financial statement, in a manner enabling him to thoroughly understand the Company's financial statements and stimulate a discussion in connection with the presentation of the financial data".

Amongst the overall considerations for evaluating accounting and financial expertise, there will be considered, among others, the Director's education, experience and knowledge in the following areas:

- (1) Accounting matters and accounting control issues characteristic of the industry in which the Company operates and companies of the size and complexity of the Company;
- (2) The roles of the auditor and the obligations imposed thereon;
- (3) Preparing and approving financial statements in accordance with the Companies Law, 1999 and the Israeli Securities Law, 1968;

The Regulations on Expertise and Qualifications also state that a director will be considered to have "professional qualification", in case of one of the following:

- (1) Has an academic degree in one of the following subjects: economics, business administration, accounting, law, public administration,
- (2) Has another academic degree or has completed other high education studies, all in the Company's main field of business or in a field relevant to the position;
- (3) Has at least five years of experience in one of the following, or has a cumulative experience of at least five years in two or more of the following:
 - (a) In a senior position in the field of business management of a corporation with significant business operations;
 - (b) In senior public office or a senior position in public service;
 - (c) In a senior position in the Company's main field of business.



Where needs take us

In view of the above, please specify your education, experience and skills in relevant fields and present documents and certifications supporting this declaration.

I, the undersigned, RUIM RAUZ identification number 05652025-1, hereby declare as follows:

- (1) I have an academic degree in the following subjects: (please mention the name of the academic institution)
BA IN ECONOMIC & BUSINESS MANAGEMENT FROM THE HEBREW UNIVERSITY
MBA IN PUBLIC MANAGEMENT FROM THE HEBREW UNIVERSITY
- (2) I have completed other high education studies (please mention the subject and the name of the academic institution).

- (3) I have at least five years of experience in one of the following, or I have the cumulative experience of at least five years in two or more of the following:
- (a) In a senior position in the field of business management of a corporation with significant business operations (please specify the position and the duration of the tenure): SENIOR MANAGER IN BANKS, LAST POSITION AS MEMBER OF SENIOR MANAGEMENT IN EXANGE OF THE COMMERCIAL CREDIT AND DEPUTY DIRECTOR IN CHARGE OF PLANNING AND BUDGETING TODAY CEO OF THE SHARZET ZEPER MEDICAL CENTER, TOTAL ACTIVITY
- (b) In senior public office or a senior position in public service (please specify the position and the duration of the tenure): DEPUTY DIRECTOR IN CHARGE OF PLANNING AND BUDGETING TODAY CEO OF THE SHARZET ZEPER MEDICAL CENTER, TOTAL ACTIVITY
- (c) In a senior position in the Company's main field of business (please specify the position and the duration of the tenure): DEPUTY DIRECTOR IN CHARGE OF PLANNING AND BUDGETING TODAY CEO OF THE SHARZET ZEPER MEDICAL CENTER, TOTAL ACTIVITY

Attached are documents and certifications that support this statement.

23. 11. 17 RUIM RAUZ -




אוניברסיטת העברית בירושלים פקולטה למדעי החברה

הדיון ומועדת הפקולטה למדעי החברה

מקנים למור(ת)

לוט גהליאל

את התוואר

בוגר מודע' החברה

לאחר שסימן את מסכת לימודיו(ה) ועמד(ה) בבחין
בהצלחה

בוחגים מינהל עסקים כלכליה

ולראיה באתי על החתום

ירושלים י"ב איר תשמ"ו

האוניברסיטה העברית בירושלים

הדיקון ומונצת הפקולטה למדעי החברה



מקנים רבים

רות רלב"ג

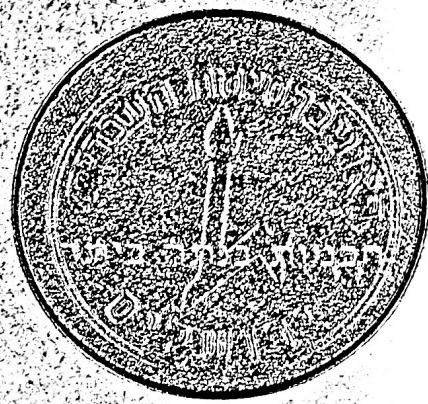
את התואר

מוסמך אוניברסיטה במדעי החברה M.A.

לאחר שסיימה את מסכת הלימודים

בהתוצאות

במדיניות ציבורית - תכנית מנהלים



ולראיה באנו על החתום
ירושלים, י"א בסיוון, תשס"ו

פֿרּוֹפְּ נָטוֹן פִּינְצְּסְוָן
רָאֵשׁ בֵּיה"ס

פֿרּוֹפְּ בָּנָו שָׁמְרִיר
דִּיקָן

To
Israel Chemicals Ltd.

**Declaration of Nominee to Serve as a Member of the Board of Directors in a
Public Company**

Pursuant to Israeli Companies Law, 1999

I, the undersigned, **Lior Reitblatt**, identification number **054176052**, a nominee to be appointed as a member of the Board of Directors of Israel Chemicals Ltd., (the "**Company**"), hereby declare as follows:

1. I have the necessary skills and qualifications, and the ability to dedicate the time required in order to serve as a member of the Board of Directors of the Company, with due consideration, *inter alia*, to the Company's size and specific needs.
2. With respect to the foregoing in Section 1 above, my qualifications are as follows:
 - a. **Education:** (please mention the academic degree and the name of the academic institution) **BA Accounting & Economics Tel Aviv University 1983**
MBA University of California Berkeley 1988
 - b. **Professional Experience:** (including experience as a Director)

C.E.O.	Super-Pharm (Israel) LTD	20 years
Chairman of the Board	Super-Pharm (Israe) LTD	3 years
Chairman of Advisory Board	Super-Pharm Poland SPP	17 years
Chairman of the Board	Life Style LTD	6 years
Board Member	Office Depot Israel LTD	15 years
Chairman of the Board	Super-Link LTD	3 years
3. I was not convicted in the past five (5) years pursuant to a first instance or any other instance judgment of any offense under Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Israeli Penal Law, 1977, nor under Sections 52C, 52D, 53(a) and 54 of the Israeli Securities Law, 1968 (the "**Securities Law**").
4. I was not convicted in the past five (5) years by a Court outside of the State of Israel of the offenses of bribery, deceit, offenses by managers of a corporate body or offences involving misuse of non-public (insider) information.



5. I was not convicted in the past five (5) years of any other offense in respect of which a court held that, due to its substance, gravity or circumstances, I am not fit to serve as a director in a public company or in a private debentures company (as defined below), for a period of time determined by the court in its aforementioned decision.

"Debentures company" – a company whose debentures are listed for trading or were offered to the public in a prospectus as defined in the Securities Law, or which were offered to the public outside of Israel according to an offer document to the public as required by law outside Israel, and held by the public.

6. I am neither a minor nor incompetent and I have not been declared bankrupt nor limited debtor under the Execution Law, 1967.
7. No Enforcement Measures have been imposed against me by an Administrative Enforcement Committee preventing me from serving as a director in any public company or private debentures company and/or in the Company.

"Enforcement Measures" – enforcement measures as stated in section 52(56) of the Securities Law imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Israeli Regulation of Investment Advice and Investment Portfolio Management Law, 1995, or under Chapter J1 of the Israeli Joint Investment Trust Law, 1994, as applicable;

"Administrative Enforcement Committee" – the committee appointed under section 52(32)(a) of the Securities Law.

8. To the best of my knowledge and understanding, there is no legal restriction preventing my appointment and / or tenure as Director of the Company.
9. At the date of this declaration, I hold Company shares and/or its subsidiary and/or its related company.

My holdings, as mentioned above, are as follows:

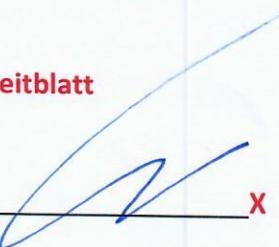
Name, type and series of the securities	Number of the security (as listed in the Stock Exchange)	Amount of securities	Dormant Shares	Holding Percentage		Holding Percentage (fully diluted)	
				Capital	Voting Rights	Capital	Voting Rights
ICL bond	2810299	320,000					
ICL share	281014	2,350					



10. I hereby undertake to notify the Company of any change in the content of my declarations stated in Sections 1 through 8 above, immediately following the occurrence of such change. I am aware that my position as a Director will expire upon such notification to the Company.
11. I acknowledge that the Company has relied on my declarations stated herein when submitting my nomination for appointment as a Director and that this declaration will be available in the Company's registered address for the perusal of any person and will be reported by the Company according to the law.

Date: November 10th, 2017

Name: **Lior Reitblatt**

Signature:  X

Appendix A

Declaration of a nominee to serve as Director with Accounting and Financial Expertise and/or a Director with Professional Qualifications and/or a Director who satisfies the Expert External Director criteria

- A. In accordance with the Companies Regulations (Requirements and Evaluations for a Director with accounting and financial expertise, and for a Director with professional qualifications), 2005 ("Regulations on Expertise and Qualifications"), the Board of Directors of Israel Chemicals Ltd. (the "Company") is required to evaluate if you are a Director with "accounting and financial expertise" and / or "professional qualifications".

- A1)** According to the Regulations on Expertise and Qualifications, a Director will be considered as having "accounting and financial expertise" if "due to his education, experience, skills and qualifications, the Director has a high level of skill and understanding of Business – accounting issues and financial statements, in a manner enabling him to thoroughly understand the Company's financial statements and stimulate a discussion in connection with the manner of presentation of the financial data".

Amongst the overall considerations for evaluating accounting and financial expertise, there will be considered, among others, the Director's education, experience and knowledge in the following areas:

- (1) Accounting matters and accounting control issues characteristic of the industry in which the Company operates and companies of the size and complexity of the Company;
- (2) The roles of the auditor and the obligations imposed thereon;
- (3) Preparing and approving financial statements in accordance with the Companies Law, 1999 and the Israeli Securities Law, 1968;

- A2)** The Regulations on Expertise and Qualifications also state that a director will be considered to have "Professional Qualifications", in the event of the fulfillment of one of the following criteria:

- (1) Has an academic degree in one of the following subjects: economics, business administration, accounting, law, public administration;
- (2) Has another academic degree or has completed other higher education studies, all in the Company's main field of business or in a field relevant to the position;
- (3) Has at least five years of experience in one of the following, or has cumulative experience of at least five years in two or more of the following:

- (a) In a senior position in the field of business management of a corporation with significant business operations;
 - (b) In senior public office or a senior position in public service;
 - (c) In a senior position in the Company's main field of business.
- B.** The Companies Regulations (Rules Regarding Compensation and Expenses for External Directors) states that the following external directors shall be considered "Expert External Directors":
- (1) A director who possesses "accounting and financial expertise"; or
 - (2) A director who possesses high-level proficiency and significant understanding in the Company's main field of business as a result of his education, experience and skills; provided that the evaluation of such director's proficiency and understanding shall be performed by the Company's Board of Director's, after such director has submitted a declaration in accordance with Section 241 of the Israeli Companies Law, 1999, and a declaration of such director's education, experience and skills, to the extent that such are relevant for the above evaluation, and attached documentation supporting such declaration.

In view of all of the above (specifically, items A (A1 and A2) and B), please specify your education, experience and skills in relevant fields and present documents and certifications supporting this declaration.

I, the undersigned, **Lior Reitblatt**, identification number **054176052**, hereby declare as follows:

- (1) Professional Qualifications: Do you possess "Professional Qualifications" as set forth in Section A2 above?

YES V

If yes, please specify the basis and attach supporting documentation, as follows:

- a. I have an academic degree in the following subjects: (please mention the name of the academic institution):

BA ECONOMICS & ACCOUNTING TEL AVIV UNIVERSITY 1983

MBA UNIVERSITY OF CALIFORNIA BERKELEY 1988

Attached are **2** documentations of the degrees.

- b. I have completed the following other high education studies: (please mention the subject and the name of the academic institution)

c. I have / (circle/delete as appropriate) at least five years of experience in one of the following, or I have / do not have (circle/delete as appropriate) the cumulative experience of at least five years in two or more of the following:

(i) In a senior position in the field of business management of a corporation with significant business operations (please specify the position and the duration of the tenure):

20 years CEO of Super-Pharm+ 3 years Chairman of Super-Pharm in Israel Poland and China

(ii) In senior public office or a senior position in public service (please specify the position and the duration of the tenure):

(iii) In a senior position in the Company's main field of business (please specify the position and the duration of the tenure):

(2) Accounting and Financial Expertise: Do you possess high-level proficiency and understanding in business-accounting matters and financial statements as a result of your education, experience, skills and qualifications, in a manner which enables you to fully understand the Company's financial statements and to stimulate discussion regarding the manner in which the financial data are presented?

YES V

If yes, please specify the basis and attach supporting documentation:

(i) Education and degrees (and whether supporting documentation is attached):

BA Accounting & Economics Tel Aviv University

(ii) Experience:

Certified Public Accountant Israel (CPA Isr)

2 years working in Hagay Wallenstein & co CPA (today =Lion Orlitzky)

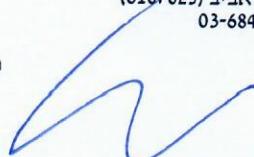
4 years controller+head of Economic Department at Super-Pharm

(iii) Skills:

Finance, Accounting, Reports analysis, Banking

(3) Expert External Director Criteria: Do you possess high-level proficiency and significant understanding in the Company's main field of business as a result of your education, experience and skills?

NO X





If yes, please specify the basis and attach supporting documentation:

(i) Education and degrees (and whether supporting documentation is attached):

Attached are documentations of the degrees.

(ii) Experience:

(iii) Skills:

Attached are documents and certifications that support this statement.

Bachelor Degree **Tel Aviv University**

MBA **University of California BERKELEY**

ICL

Millennium Tower, 23 Aranha St. Tel-Aviv (6107025)
Tel. 03-6844400 Fax 03-6844444

כימלן, ארכניה 23 תל אביב (6107025)
טלפון 03-6844444 פקס 03-6844400

www-icl-group.com

THE REGENTS OF THE

University of California

ON THE NOMINATION OF THE FACULTY OF THE
GRADUATE SCHOOL OF BUSINESS ADMINISTRATION
HAVE CONFERRED UPON

LIOR REITBLATT

THE DEGREE OF MASTER OF BUSINESS ADMINISTRATION
WITH ALL THE RIGHTS AND PRIVILEGES THERETO PERTAINING

GIVEN AT BERKELEY

THIS TWENTIETH DAY OF MAY IN THE YEAR
NINETEEN HUNDRED AND EIGHTY-EIGHT

George Shultz
GOVERNOR OF CALIFORNIA AND
PRESIDENT OF THE REGENTS

PRESIDENT OF THE UNIVERSITY



Raymond L. Wilkins
DEAN OF THE SCHOOL

Samuel W. Heyman
CHANCELLOR AT BERKELEY

Walter P. Johnson



רקטור האוניברסיטה
ריקאן הפקולטה לניהול - בית הספר
למוסמכיים במנהל עסקים
על שם לייאון רקנאטי
וריקאן הפקולטה למדעי החברה
מעניקים למך **לאול ריטבלקט**
את התואר

בוגר אוניברסיטה (B.A.)

לאחר סיום חוק לימודים
בשבונאות
ובבלבלה
ועם בבחינות

22 במאי 1984

תל-אביב, ביום כ' לחודש אירן תשמ"ד

ריקאן הפקולטה

ריקאן

ר. ג. ג.
הרקטור



To
Israel Chemicals Ltd.

**Declaration of Nominee to Serve as a Member of the Board of Directors in a
Public Company**

Pursuant to Israeli Companies Law, 1999

I, the undersigned, Reem Aminoach, identification number 057345274, a nominee to be appointed as a member of the Board of Directors of Israel Chemicals Ltd., (the “**Company**”), hereby declare as follows:

1. I have the necessary skills and qualifications, and the ability to dedicate the time required in order to serve as a member of the Board of Directors of the Company, with due consideration, *inter alia*, to the Company's size and specific needs.
2. With respect to the foregoing in Section 1 above, my qualifications are as follows:
 - a. Education: (please mention the academic degree and the name of the academic institution)
Tel Aviv University: 1) B.A. Accounting and conomics
2) M.B.A.
 - b. Professional Experience: (including experience as a Director)
(Enclosed A)
3. I was not convicted in the past five (5) years pursuant to a first instance or any other instance judgment of any offense under Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Israeli Penal Law, 1977, nor under Sections 52C, 52D, 53(a) and 54 of the Israeli Securities Law, 1968 (the "Securities Law").
4. I was not convicted in the past five (5) years by a Court outside of the State of Israel of the offenses of bribery, deceit, offenses by managers of a corporate body or offences involving misuse of non-public (insider) information.
5. I was not convicted in the past five (5) years of any other offense in respect of which a court held that, due to its substance, gravity or circumstances, I am not fit to serve as a director in a public company or in a private debentures company (as defined below), for a period of time determined by the court in its aforementioned decision.

"Debentures company" – a company whose debentures are listed for trading or were offered to the public in a prospectus as defined in the Securities Law, or which were

(A) Professional Experience:

- Founding partner – UHY Shtainmetz Aminoach & Co., CPA
- Brigadier General – Director of the Budget Department and Financial Advisor to the chief of Staff.
- Board member in – Zim ; Ofer investments



offered to the public outside of Israel according to an offer document to the public as required by law outside Israel, and held by the public.

6. I am neither a minor nor incompetent and I have not been declared bankrupt nor limited debtor under the Execution Law, 1967.
7. No Enforcement Measures have been imposed against me by an Administrative Enforcement Committee preventing me from serving as a director in any public company or private debentures company and/or in the Company.

“Enforcement Measures” – enforcement measures as stated in section 52(56) of the Securities Law imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Israeli Regulation of Investment Advice and Investment Portfolio Management Law, 1995, or under Chapter J1 of the Israeli Joint Investment Trust Law, 1994, as applicable;

“Administrative Enforcement Committee” – the committee appointed under section 52(32)(a) of the Securities Law.

8. To the best of my knowledge and understanding, there is no legal restriction preventing my appointment and / or tenure as Director of the Company.
9. At the date of this declaration, ~~I hold~~ / I do not hold (please delete as appropriate) Company shares and/or its subsidiary and/or its related company.

My holdings, as mentioned above, are as follows:

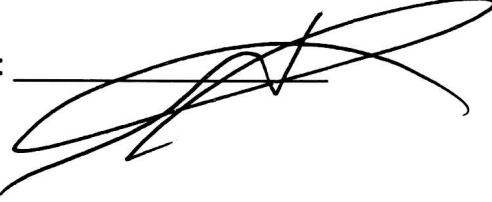
Name, type and series of the securities	Number of the security (as listed in the Stock Exchange)	Amount of securities	Dormant Shares	Holding Percentage		Holding Percentage (fully diluted)	
				Capital	Voting Rights	Capital	Voting Rights

10. I hereby undertake to notify the Company of any change in the content of my declarations stated in Sections 1 through 8 above, immediately following the occurrence of such change. I am aware that my position as a Director will expire upon such notification to the Company.
11. I acknowledge that the Company has relied on my declarations stated herein when submitting my nomination for appointment as a Director and that this declaration will be available in the Company's registered address for the perusal of any person and will be reported by the Company according to the law.



Date: 4/12/16

Name: AMi NOAet REEM

Signature: 

Appendix A

Declaration of a nominee to serve as Director with Accounting and Financial Expertise and/or a Director with Professional Qualifications and/or a Director who satisfies the Expert External Director criteria

- A. In accordance with the Companies Regulations (Requirements and Evaluations for a Director with accounting and financial expertise, and for a Director with professional qualifications), 2005 ("Regulations on Expertise and Qualifications"), the Board of Directors of Israel Chemicals Ltd. (the "Company") is required to evaluate if you are a Director with "accounting and financial expertise" and / or "professional qualifications".

- A1)** According to the Regulations on Expertise and Qualifications, a Director will be considered as having "accounting and financial expertise" if "due to his education, experience, skills and qualifications, the Director has a high level of skill and understanding of Business – accounting issues and financial statements, in a manner enabling him to thoroughly understand the Company's financial statements and stimulate a discussion in connection with the manner of presentation of the financial data".

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- (1) Accounting matters and accounting control issues characteristic of the industry in which the Company operates and companies of the size and complexity of the Company;
- (2) The roles of the auditor and the obligations imposed thereon;
- (3) Preparing and approving financial statements in accordance with the Companies Law, 1999 and the Israeli Securities Law, 1968;

- A2)** The Regulations on Expertise and Qualifications also state that a director will be considered to have "Professional Qualifications", in the event of the fulfillment of one of the following criteria:

- (1) Has an academic degree in one of the following subjects: economics, business administration, accounting, law, public administration;
- (2) Has another academic degree or has completed other higher education studies, all in the Company's main field of business or in a field relevant to the position;
- (3) Has at least five years of experience in one of the following, or has cumulative

experience of at least five years in two or more of the following:

- (a) In a senior position in the field of business management of a corporation with significant business operations;
- (b) In senior public office or a senior position in public service;
- (c) In a senior position in the Company's main field of business.

- B.** The Companies Regulations (Rules Regarding Compensation and Expenses for External Directors) states that the following external directors shall be considered "Expert External Directors":
- (1) A director who possesses "accounting and financial expertise"; or
 - (2) A director who possesses high-level proficiency and significant understanding in the Company's main field of business as a result of his education, experience and skills; provided that the evaluation of such director's proficiency and understanding shall be performed by the Company's Board of Director's, after such director has submitted a declaration in accordance with Section 241 of the Israeli Companies Law, 1999, and a declaration of such director's education, experience and skills, to the extent that such are relevant for the above evaluation, and attached documentation supporting such declaration.

In view of all of the above (specifically, items A (A1 and A2) and B), please specify your education, experience and skills in relevant fields and present documents and certifications supporting this declaration.

I, the undersigned, Reem Aminoach, identification number 057345274, hereby declare as follows:

- (1) Professional Qualifications: Do you possess "Professional Qualifications" as set forth in Section A2 above?

YES V

If yes, please specify the basis and attach supporting documentation, as follows:

- a. I have an academic degree in the following subjects: (please mention the name of the academic institution)
Attached are documentations of the degrees.
Tel Aviv University: B.A. accounting & economics (enclosed B) ; M.B.A (enclosed C)
- b. I have completed the following other high education studies: (please mention the subject and the name of the academic institution)

אוניברסיטת תל-אביב



ракטור האוניברסיטה
דיקאן הפקולטה לניהול - בית הספר
למוסמכים במנהל עסקים
על שם לייאון רקנאטי
ודיקאן הפקולטה למדעי החברה
מעניקים למך ראם עמינח
את התואר

בוגר אוניברסיטת (B.A.)

לאחר שסיים את חוק לימודיו
בחשבונאות
ובכלכלה
ועמד בבחינות
בהתוצאות

תל-אביב, ביום כ"א לחודש סיוון חשמ"ח
6 ביוני 1988

דיקאן הפקולטה
למדעי החברה

דיקאן הפקולטה
לניהול

הרכטור





אוניברסיטת תל-אביב

רקטור האוניברסיטה
ודקאנ הפקולטה לניהול —
בית הספר למוסמכים במנהל עסקים
ע"ש לייאון רקנאטי^{מעוניינים}
למר **ראם עמיינח**
את התואר

מוסמך במנהל עסקים (M.B.A.)

לאחר שסיים את חוק לימודיו

תל-אביב, כ"ז בתמוז תשנ"ד, 6 ביולי 1994

ודקאנ
ח.ה.ר.

ח.ה.ר.
רקטור

c. I have / (circle/delete as appropriate) at least five years of experience in one of the following, or I have / do not have (circle/delete as appropriate) the cumulative experience of at least five years in two or more of the following:

(i) In a senior position in the field of business management of a corporation with significant business operations (please specify the position and the duration of the tenure):

Founding partner – UHY Shtainmetz Aminoach & Co., CPA

(ii) In senior public office or a senior position in public service (please specify the position and the duration of the tenure):

Director of the Budget Department and Financial Advisor to the Chief of Staff

(iii) In a senior position in the Company's main field of business (please specify the position and the duration of the tenure):

(2) Accounting and Financial Expertise: Do you possess high-level proficiency and understanding in business-accounting matters and financial statements as a result of your education, experience, skills and qualifications, in a manner which enables you to fully understand the Company's financial statements and to stimulate discussion regarding the manner in which the financial data are presented?

YES V

If yes, please specify the basis and attach supporting documentation:

C.P.A license (enclosed D)

(i) Education and degrees (and whether supporting documentation is attached):

Tel Aviv University: 1) B.A. accounting and economics
2) M.B.A.

(ii) Experience:

SEE ABOVE

(iii) Skills:

(3) Expert External Director Criteria: Do you possess high-level proficiency and significant understanding in the Company's main field of business as a result of your education, experience and skills?

NO V

(D)



משרד המשפטים

מועצה רואי חשבון

זאת עדות כי עמיצה ראמ

מורשה/ (ת) לעסוק בראיות חשבון

בהתאם לחוק רואי חשבון, התשע"ו-1955

כ"ג לחריש מפוז שנת התשכ"ג

1992 דול'י 23

חיים קלוגמן

יו"ש רואן מועצת רואי חשבון





If yes, please specify the basis and attach supporting documentation:

(i) Education and degrees (and whether supporting documentation is attached):

Attached are documentations of the degrees.

(ii) Experience:

(iii) Skills:

Attached are documents and certifications that support this statement.