



To
ICL Group Ltd.

Set of Required Declarations & Questionnaires to a Nominee to Serve as an External Director in ICL

1. Declaration pursuant to the Israeli Companies Law, 1999 – **Appendix A**
2. NYSE Independent Director Questionnaire – **Appendix B**
3. Declaration regarding Accounting and Financial Expertise and/or Professional Qualifications–
Appendix C

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Appendix A

Declaration of Nominee to Serve as an External Director

Pursuant to Israeli Companies Law, 1999

I, the undersigned, Ruth Ralbag identification number 05652085-1, a nominee to be appointed as External Director at the Board of Directors of ICL Group 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)
BA in Economics & Business Management from The Hebrew University and MBA in Public Management from The Hebrew Uni.

b. Professional Experience: (including experience as a Director)
18 years in Banking, 18 years in the Health system as CFO.

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		Holding Percentage (fully diluted)	
				Capital	Voting Rights	Capital	Voting Rights
restricted shares	281014	62,092					

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: 23.10.2020

Name: Ruth Balbag

Signature: 725000



Questions

1. Background Information

- (a) Please provide your full name. Ruth Kalbag
- (b) Please indicate your birth date. 10 Aug, 1960
- (c) Please provide your professional biography in Appendix A to this Questionnaire.

The biography should describe:

- (i) your business experience, functions and areas of experience in ICL
- (ii) Principal business activities performed outside ICL (including, in the case of directors, other principal directorships);
- (d) Other than as noted in your professional biography attached as Appendix A to this Questionnaire, do you have a family relationship with any Directors or members of **senior management** or any employees such as scientists or designers upon whose work the company is dependent? Yes No

If you answered Yes to the question above, please complete the table below with respect to such person.

Name of Related Person	Nature of Family Relationship (i.e., son, daughter, husband, wife, etc.)

- (e) Other than as noted in your professional biography attached as Appendix A, were you selected to serve in your present or expected capacity with ICL pursuant to any arrangement or understanding between yourself and major shareholders, customers, suppliers or others (other than directors or officers of ICL acting solely in their capacities as such)? Yes No



If you responded Yes to the previous question, please complete the table below with respect to such arrangement or understanding.

Description of Arrangement or Understanding Pursuant to which you Serve in Your Present Capacity	Person(s) party to such Arrangement

2. Material Relationships and Transactions

Are you aware of any **Transactions** in the past two years between ICL and

- (a) enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, ICL; **No**.
- (b) **associates**;
- (c) individuals owning, directly or indirectly, an interest in the voting power of ICL that gives them **significant influence over the company**, and **close members of any such individual's family**; **No**.
- (d) key management personnel, that is, those persons having authority and responsibility for planning, directing and controlling the activities of the company, including directors and senior management of companies and close members of such individuals' families; and **No**.
- (e) enterprises in which a **substantial interest** in the voting power is owned, directly or indirectly, by any person described in (c) or (d) or over which such a person is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the company and enterprises that have a member of key management in common with the company.

Yes ☐ No ☒

If you answered Yes to the question above, please complete the table attached as Appendix B with respect to each such **Transaction**. The information provided in Appendix B will help us to



understand the basic nature of the transaction and determine whether further information and or disclosure is needed. Because the inclusion of a related person **Transaction** is a significant part of ICL's disclosure in the document, it is important that you provide information about all such direct and indirect transactions and relationships. If in doubt about whether to include a **Transaction**, please err on the side of over-inclusion. In addition, please be aware that one or more persons from ICL or its counsel may contact you to further discuss these **Transactions**.

3. Equity Ownership

- (a) Are there any **Equity Securities** of ICL, its parent or any of ICL's subsidiaries of which you were the **Beneficial Owner** as of the date hereof? Yes ___ No

If you responded Yes to the above question, please complete the table below with respect to such shares.

	Number of Shares
Sole Voting Power	
Shared Voting Power	
Sole Investment Power	
Shared Investment Power	

- (b) Do you wish to Disclaim **Beneficial Ownership** of any of your shares? Yes ___ No

If you responded Yes to the above question, please complete the table below with respect to the shares for which you wish to Disclaim **Beneficial Ownership**.

Name of the Person(s) who Should Be Shown as Beneficial Owner	Relationship of Such Person to You	Number of Shares Beneficially Owned by Such Person and to Which You Disclaim Beneficial Ownership

- (c) Are there any persons, including any **Group** of persons that are known by you to own beneficially more than 5% of ICL's common stock (or any other class of voting securities)? Yes No ___



If you responded yes to the above question, please indicate the name of the person or persons below.

I am aware of the ultimate beneficial shareholding in ICL Group by Itan Ofer, via his holdings (directly and indirectly) in Israel Corporation Ltd.

- (d) Do you know of any arrangements, including any pledge by any person of securities of ICL or any of its parents, the operation of which may at a subsequent date result in a change in control of ICL? Yes No

If you responded yes to the above question, please describe such arrangement below. This description does not require a description of ordinary default provisions contained in ICL's charter, trust indentures or other governing instruments relating to securities of ICL.

- (e) Do you know of any voting trust or similar agreement or arrangement under which more than 5% of any class of ICL's outstanding voting securities is held or is to be held? Yes No

If you responded yes to the above question, please complete the table below with respect to each such agreement.

Title of Securities	
Amount of Securities Held or to Be Held Pursuant to Trust Agreement	
Duration of Trust	
Name and Address of Voting Trustee	
Voting Rights and Powers under Trust Agreement	



- (f) Have any of the securities of which you are indicated as the **Beneficial Owner** been pledged or otherwise deposited as collateral, including any shares of stock held in a margin account, or are any of such securities subject to a negative pledge? A "negative pledge" is a covenant granted by a borrower to a lender in which a promise is made not to convey the shares to a third party or to otherwise encumber them. Assuming a default by the borrower, the "negative pledge" would not transfer title by operation of law, but would instead require a foreclosure. Yes No

If you answered Yes to the question above, please describe such pledge or collateral arrangement below.

- (g) Are any of the securities of which you are indicated as the **Beneficial Owner** the subject matter of any voting trust or other similar agreement or of any contract providing for the sale or other disposition of such securities? Yes No

If any such arrangement exists, please describe such arrangement or agreement below.

4. Loans from or Arranged by ICL

Are you aware of any outstanding loans, including guarantees, or loans made since January 1, 2016 by or between ICL and or for the benefit of:

- (a) enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the company; No
- (b) associates; No
- (c) individuals owning, directly or indirectly, an interest in the voting power of the company that gives them **significant influence over the company**, and close members of any such individual's family; No



- (d) key management personnel, that is, those persons having authority and responsibility for planning, directing and controlling the activities of the company, including directors and senior management of companies and close members of such individuals' families; and No
- (e) enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (c) or (d) or over which such a person is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the company and enterprises that have a member of key management in common with the company. Yes No

If you responded Yes to the question above, please complete the table below with respect to any such loans:

Amount of outstanding indebtedness as of the latest practicable date	
Largest amount outstanding during since January 1, 2016	
Date Incurred	
Interest rate	
Description of the nature of the loan and the transaction in which it was incurred	

- (f) If you are indebted directly or indirectly to ICL pursuant to an agreement incurred prior to July 30, 2002, has any renewal of such indebtedness or **Material** modification been made since July 30, 2002?
Yes No

If you responded Yes to the question above, please complete the table below with respect to such renewal or modification:

Date of such modification or renewal of indebtedness	
Brief description of such modification or renewal of indebtedness	



5. NYSE Director Independence

- (a) Do you have an **Immediate Family** member who is or has been employed as an **Executive Officer** of ICL or any **Parent** or **Subsidiary** within the last three years? Yes No
- (b) Have either you or any of your **Immediate Family** members received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from ICL or any **Parent** or **Subsidiary**, other than director and committee fees and pension or other forms of deferred compensation for prior service which is not contingent in any way on continued service? Yes No
- (c) Are you (i) a current partner or employee of ICL's or any **Parent** or **Subsidiary's** internal or external auditor or (ii) have you been within the last three years a partner or employee of such audit firm and personally worked on ICL's or any **Parent's** or **Subsidiary's** audit within that time? Yes No
- (d) Do you have an **Immediate Family** member who (i) is currently a partner of ICL's or any **Parent** or **Subsidiary's** internal or external auditor; or (ii) is an employee of such audit firm and is currently personally working on ICL's or any **Parent's** or **Subsidiary's** audit or (iii) was, within any time during the last three years, a partner or employee of such audit firm and worked on ICL's or any **Parent's** or **Subsidiary's** audit during that time? Yes No
- (e) At any time during the last three years, have you or any of your **Immediate Family** members been employed as an **Executive Officer** of another company at a time during which any of ICL's or any **Parent's** or **Subsidiary's** present executive officers served on such other company's compensation committee? Yes No
- (f) Are you a current employee of, or do you have an **Immediate Family** member who is a current **Executive Officer** of another company that has, at any time during the past three fiscal years made payments to or received payments from ICL or any **Parent** or **Subsidiary** for property or services in an amount that, in any single fiscal year exceeded the greater of \$1 million, or 2% of such other company's consolidated gross revenues? Yes No
- (g) During any of the last three fiscal years, have you served as an **Executive Officer** of any tax-exempt organization that has received contributions from ICL or any **Parent** or **Subsidiary** that in any single fiscal year exceeded the greater of \$1 million, or 2% of such charitable organization's consolidated gross revenues? Yes No



- (h) Do you have any other relationships that could interfere, or be viewed by third-parties as interfering, with your exercise of independent judgment in carrying out your responsibilities of a director?

Yes ☐ No ☒

If you answered Yes to any of the questions above, please complete the table below.

The information provided in the table below will help us to understand the basic nature of the relationship and/or **Transaction** and determine whether further information is needed. Because an understanding of all **Transactions** and relationships is critical to ICL's determination of independence under the NYSE corporate governance rules, it is important that you provide information about all such direct and indirect **Transactions** and relationships. If in doubt about whether to include a relationship or **Transaction**, please err on the side of over inclusion. In addition, please be aware that one or more persons from ICL or its counsel may contact you to further discuss these relationships or **Transactions**.

Question	Name of Person involved in Transaction (i.e., you or Related Person)	Relationship of You to any Related Persons Involved in Transaction	Description of Relationship or Transaction

6. Audit Committee Independence – the questions in this Section should be completed by Audit Committee members or candidates only.

- (a) In the past year, other than for board or board committee service, have you accepted, directly or indirectly, any consulting, advisory or other compensatory fee from ICL or any of its subsidiaries, other than fixed compensation under a retirement plan (including deferred compensation) for prior service with ICL that is not contingent in any way upon continued service? Yes ☐ No ☒



For purposes of this question 7(a), you will be deemed to have *indirectly* accepted any such fees and you should answer Yes to the question above if any such fees were paid to:

(1) any entity (i) that provides accounting, consulting, legal, investment banking or financial advisory services ("**professional advisory entities**") to ICL or any subsidiary, AND (ii) in which you are a partner, member or officer (such as a managing director occupying a comparable position) or otherwise occupy a similar position, other than a limited partner, non-managing member and or similar position such that you have no active role in providing services to the professional advisory entity; OR

(2) your spouse, minor child or stepchild or other child or stepchild sharing a home with you.

(b) Are you an **affiliate** of ICL or any of its subsidiaries? Yes ___ No

7. **Audit Committee Financial Expert** – the questions in this section should be completed by all Audit Committee members or candidates only.

(a) Do you have an understanding of GAAP and financial statements? Yes ___ No

(b) Are you able to assess the general application of GAAP in connection with the accounting for estimates, accruals and reserves? Yes No ___

(c) Do you have experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by ICL's financial statements, or experience actively supervising one or more persons engaged in such activities? Yes No ___

(d) Do you have an understanding of **Internal Control Over Financial** reporting? Yes No ___

(e) Do you have an understanding of Audit Committee functions? Yes No ___

(f) Have you acquired the attributes specified in Questions (a)–(e) above through:



		Please check all that apply
	Education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions;	<input checked="" type="checkbox"/>
	Experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;	<input checked="" type="checkbox"/>
	Experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or	<input checked="" type="checkbox"/>
	Other relevant experience.	<input type="checkbox"/>

If you checked "Other relevant experience" above, please explain.

8. **Financial Literacy** – the questions in this Section should only be completed by Audit Committee candidates or members who did not answer Yes to any of the questions in 9(a) through 9(e) above.

NYSE

- (a) Are you **Financially Literate**, or can become **Financially Literate** after being appointed to the audit committee? Yes ___ No ___
- (b) Do you have accounting or related **Financial Management Expertise**? Yes ___ No ___




CONCLUDING STATEMENT

I understand that the information that I am furnishing to you herein will be used by ICL in the preparation of certain filings with the US Securities and Exchange Commission. I will advise ICL as to any events that occur that would change the responses to the items in this Questionnaire.

I understand that material misstatements or the omission of material facts in filings with the US Securities and Exchange Commission may give rise to civil and criminal liabilities to ICL and to each officer and director of ICL signing such documents. I will notify you and ICL of any such misstatement of a material fact in any such document or any amendment thereto and of the omission of any material fact necessary to make the statements contained therein not misleading, as soon as practicable after a copy of such document or any such amendment thereto has been provided to me.

I confirm that the foregoing statements are correct, to the best of my knowledge and belief.

Signature	
Print Name	Ruth Kalbag
Title of each position with ICL, its parent and any subsidiary	External Director

Date: 25.10.2020.



Appendix 1 - Biographical Information

Directors of the Company:

ID no.: 056520851

Date of birth: 10 Aug, 1960

Address: 44 HAHALUTZ, JERUSALEM, ISRAEL

Citizenship: ISRAELI

External director: yes

Independent director: —

Commencement of office: 10 January, 2018

Member of Board of Directors committees: Chairman of the Audit Committee. Member of Finance committee. Member of

Employee of the corporation, a subsidiary, affiliate or interested party: Remuneration Committee

Education: BA in Economics Business Management No ← Compensation
MBA in Public management. Both from Hebrew Uni.

Employment in the last five years: CFO of Clalit Health Services. CFO of Shance Zelek Hospital

Community service:

Director in corporations: M. Aviv. Construction Ltd.

Family member of an interested party in the corporation: —

Having accounting and financial expertise: yes.

Biography:

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Appendix 2 - Information Regarding Related Person Transactions

Brief description of transaction (including employment relationships) ¹	Name of related person involved in the transaction and basis of such relationship (i.e., yourself, son, daughter, etc.)	Related Person's interest in the transaction ²	Approximate U.S. dollar value involved in transaction	Approximate U.S. dollar value of related person's interest in transaction

Please include all information regarding the transaction that might be helpful in understanding the transaction.¹
To the extent the transaction involves ICL and a firm or entity party to or interested in the transaction with which the
related person is associated, please include the related person's position with or ownership in such firm or other entity.²

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