



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

Appendix A

Declaration of Nominee to Serve as an External Director

Pursuant to Israeli Companies Law, 1999

I, the undersigned, Miriam Haran, identification number 000818435, 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)
Ph.D. in Chemistry from Brandeis University and Bs.C in chemistry from the Hebrew University
 - b. Professional Experience: (including experience as a Director)
Board member of ICL (2009-2018), Board member of M.A.I.(2014-) CEO, Deputy CEO and Chief Scientist of the Env. Ministry
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	Amount of securities	Dormant Shares	Holding Percentage	Holding Percentage (fully diluted)



	Stock Exchange)						
Shares	281014	53,289		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: April 25, 2021

Name: Miriam Haran

Signature: Miriam Haran



Appendix B

ICL Group Ltd. **Officers' and Directors' Questionnaire**

Instructions

1. **Who is required to complete this Questionnaire?** This Questionnaire is being furnished to all directors, persons nominated or chosen to become directors, senior management and persons chosen to be senior management of ICL Group Ltd. ("ICL").
2. **Why is this Questionnaire required?** This Questionnaire relates to certain information required to be disclosed in ICL's Annual Report on Form 20-F which ICL plans to file publicly with the US Securities and Exchange Commission.
3. **As of what date should I provide the information requested in the Questionnaire?** Unless stated otherwise, information should be accurate as of the date you complete this Questionnaire. The Questionnaire should be completed and returned as soon as possible.
4. **What if I have already provided this information to ICL or ICL is aware of such information?** ICL has noted within the Questionnaire and/or the appendices, certain information that is known to it or has been provided to it previously. To the extent that this information is correct, all that is required is that you confirm this information by responding to the related questions. To the extent that this information is incorrect, please note any required modifications as directed in the Questionnaire.
5. **What do the capitalized boldface terms used within the Questionnaire mean?** Capitalized boldface terms are defined in the Definitions section that follows these instructions.
6. **Some of the questions seem repetitive, do I need to provide the same information twice?** This Questionnaire addresses the disclosure requirements under the federal securities laws, federal tax laws and the stock exchange corporate governance rules which, although similar, contain subtle differences. As a result, although some of the questions may seem similar, it is important that you answer all of them. To the extent your answer to a previous question addresses some or all of the information requested, you are welcome to refer to prior responses.
7. **What if there is not enough space for my answer?** To the extent a question asks for additional information and the space provided below the question or in the related Appendix is not sufficient for your answer, please feel free to attach additional sheets to the Questionnaire. Please make sure that the additional sheets are clearly marked to indicate to what question they relate.
8. **What if I am not sure of the answer to the question or have general questions about the Questionnaire?** If there is any response or underlying factual matter about which you are



uncertain, please state the matter fully and include an additional explanation so that the reviewer will have maximum access to and understanding of all required information. Please feel free to contact Aya Landman, Adv. at Aya.Landman@icl-group.com with any questions regarding this Questionnaire.

Definitions

For purposes of this Questionnaire, the following definitions apply:

ICL Group Ltd. References to “ICL” refer to the company on a consolidated basis unless the context indicates otherwise.

Affiliate. An “affiliate” of a specified person or entity refers to one who, directly or indirectly, either controls, is controlled by or is under common control with, the specified person or entity.

Associate is an unconsolidated enterprise in which ICL has a significant influence or which has significant influence over ICL.

Beneficial Owner refers to any person who, even if not the record owner of ICL securities, has or shares the underlying benefits of ownership. These benefits include the power to direct the voting or the disposition of the securities or to receive the economic benefit of ownership of the securities. A person also is considered to be the “beneficial owner” of securities that the person has the right to acquire within 60 days by option or other agreement.

Beneficial owners include persons who hold their securities through one or more trustees, brokers, agents, legal representatives or other intermediaries, or through companies in which they have a “controlling interest,” which means the direct or indirect power to direct the management and policies of the entity.

Close members of an individual’s family are those that may be expected to influence, or be influenced by, that person in their dealings with the company.

Control. The term control means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of ICL, whether through the ownership of voting securities, by contract, or otherwise.

Directors and senior management includes (a) the company’s directors, (b) members of its administrative, supervisory or management bodies, (c) partners with unlimited liability, in the case of a limited partnership with share capital, (d) nominees to serve in any of the aforementioned positions, and (e) founders, if the company has been established for fewer than five years.

Disclaim means to declare expressly in any statement filed with the SEC that the filing of such statement shall not be construed as an admission that such person is, for purposes of sections 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by the statement.



Executive Officer means the president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), any vice-president of the issuer in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the issuer. Officers of the company's parent or subsidiaries shall be deemed officers of the company if they perform such policy-making functions for the company.

Equity securities includes common or ordinary shares, preferred or preference shares, options or warrants to subscribe for equity securities, and any securities, other than debt securities, which are convertible into or exercisable or redeemable for equity securities of the same company or another company. If the equity securities available upon conversion, exercise or redemption are those of another company, the disclosure standards also apply to the other company.

Financially Literate. As determined in accordance with NYSE Listed Company Manual Rule 303A.07.

Financial Management Expertise. As determined in accordance with NYSE Listed Company Manual Rule 303A.07.

Group is a parent and all its subsidiaries. References to a company's group mean the group of which it is a member.

Immediate Family of a person includes any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law and any other person (other than a tenant or employee) sharing the household of such person.

Internal control over financial reporting means a process designed by, or under the supervision of, ICL's principal executive and principal financial officers, or persons performing similar functions, and effected by ICL's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles ("GAAP") and includes those policies and procedures that:

- (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of ICL;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of ICL are being made only in accordance with authorizations of management and directors of ICL; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of ICL's assets that could have a **Material** effect on the financial statements.



Material. The term material, when used in this Questionnaire to describe a requirement for the furnishing of information as to any subject, refers to information relating to matters about which a reasonable investor might reasonably wish or expect to be informed before determining whether to buy or sell securities of ICL. For purposes of this Questionnaire you should assume that the term material is interpreted very broadly. If in doubt as to whether to include information because you are uncertain whether it is material, please err on the side of over-inclusion.

Parent or Subsidiary. Parent or subsidiary includes any entities that an issuer **Controls** and consolidates with the issuer's financial statements as filed with the SEC (but not if the issuer reflects such entity solely as an investment in its financial statements).

Significant influence over an enterprise is the power to participate in the financial and operating policy decisions of the enterprise but is less than control over those policies. Shareholders beneficially owning a 10% interest in the voting power of the company are presumed to have a significant influence on the company.

Transaction includes, but is not limited to, any present or proposed transactions which are material to ICL or you or a related party, or any transaction that is unusual in its nature or conditions, involving goods, services, or tangible or intangible assets, to which ICL or any of its parents or subsidiaries was a party.

Questions

1. Background Information

- (a) Please provide your full name. Miriam Haran
- (b) Please indicate your birth date. September 13, 1949
- (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;
- (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**;
- (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
- (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 ☒ Type text here

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.

- (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. See attached Table(Personal

- (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 ☒ Type text here

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___

Type text here

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;
- (b) **associates;**
- (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;**
- (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
- (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;	☐
	Experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;	☐
	Experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or	☒
	Other relevant experience.	☐

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 <i>Miriam Haran</i>
Print Name Miriam Haran
Title of each position with ICL, its parent and any subsidiary

Date: April 25, 2021



Appendix 1 - Biographical Information

Directors of the Company:

ID no.: 000818435

Date of birth: September 13, 1949

Address: 5 Kadish Luz Jerusalem, Israel

Citizenship: Israel

External director:

Independent director:

Commencement of office:

Member of Board of Directors committees:

Employee of the corporation, a subsidiary, affiliate or Interested party:

Education: Ph.D. in Chemistry from Brandeis University and Bs.C in chemistry from the Hebrew University

Employment in the last five years: Head of MBA Env. Management, Ono Academic College(2006-2020)

Community service: Chair of public Safety Committee

Director in corporations: Director in ICL, M.A.I, Chair of Yail

Family member of an Interested party in the corporation:

Having accounting and financial expertise: Experience as a Chair and Board member in many organizations

Biography:

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 ²
related person is associated, please include the related person's position with or ownership in such firm or other entity.



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

Appendix C

Declaration of a nominee to serve as Director with Accounting & 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 ICL Group 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.



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, Miriam Haran, Identification number 000818435 hereby declare as follows:

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

Ph.D. in Chemistry from Brandeis University and Bs.C in chemistry 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):

Board member of ICL (2009-2018),

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

Director General, Deputy Director General, and Chief Scientist in the Ministry of Env. Protection (1999-2006)

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

Attached are documents and certifications that support this statement.

Date: April 25, 2021 Name: Miriam Haran Signature: Miriam Haran

MIRIAM HARAN, Ph. D.

5 Kadish Luz St.
Jerusalem, Israel, 96920
Tel: 972-2-6423383
Mobile: 972-54-8004422
E-mail: m.haran@ono.ac.il



EDUCATION:

- 1972-1978** Ph.D. Organic Chemistry, Brandeis University, Waltham, Massachusetts. (1978)
- 1969-1972** B.Sc. Chemistry, Hebrew University, Jerusalem, Israel. (1972)

EXPERIENCE:

- 2020-** Chair of Yail Center for Resource Efficiency.
- 2018-** Chair of Weitz Center for Sustainability.
- 2014-** Board member of M.A.I - Waste of electrical and electronic equipment (**WEEE**) recycling corporation. Israel -National WEEE compliance scheme.
- 2012-** Member and Chair of the Public Safety Committee in the Defense System, Chair from 2014
- 2006-2020** Head of M.B.A. Environmental Management Specialization, Ono Academic College.
- 2009-2018** Board member of ICL "Israel Chemicals Ltd.". Member of the public committee of "Maala" - a nonprofit organization which ranks Israeli companies according to a corporate social and environmental responsibility index.
- 2012-2014** Chair of Israel Consumer Council.
- 2008-2012** Board member of the "Environmental Services Company" and member of the Board of BGN Technologies Ltd and member of the General Assembly of JIIS "Jerusalem Institute for Israel Studies". Chair of the Environmental Committee of United Jewish Communities' Tel Aviv - Los Angeles Partnership and an environmental consultant to EAPC "Eilat Ashkelon Pipeline Co. Ltd" (2006-2014).

2009-2010	Head of an environmental project in Angola, LR GROUP, Herzlia.
2007-2008	Member of the Israeli Presidential Task Force for promoting the Environment in Israel, chief Scientist of "Tamarix Ventures" which focused on Israel-related Cleantech investments and head of the advisory committee of "Ramco Green Fund" at "Ramco" investment house.
2003-2006	Director General, Israel Ministry of the Environment, Jerusalem. Responsible for advancing the state of the environment in Israel with 500 employees and a budget of 220 million shekels.
2000-2003	Deputy Director General for Industries, Israel Ministry of the Environment, Jerusalem . Responsible for Industries with respect to: air quality, hazardous substances, industrial waste water and fuels, radiation, noise, business licensing and asbestos.
1999-2000	Chief Scientist, Israel Ministry of the Environment, Jerusalem. Managed research programs of the Ministry, established relations with international environmental organizations, published technical and professional information, lectured on environmental issues, represented the Ministry in international and national committees, head of professional Ministerial committees.
1996-1999	Deputy Chief Scientist, Israel Ministry of the Environment, Jerusalem. Head of ad hoc committees, managed research projects, promoted interaction with the academia, Ministry of Science and other ministries, organized and coordinated conferences.
1994-1996	Executive Assistant to the Director, The Center for Applied Studies of the Environment, Hunter College, New York, NY. Monitored, coordinated, managed, and solicited environmental projects, including high-tech projects involving Geographical Information Systems (GIS) Supervised other personnel and managed the financial administration of the main part of the Center (over one million dollar budget), as well as administrating the operational activities of the Center.
1990-1993	Senior Researcher. A.Y. Laboratories (water treatment consulting firm), Tel Aviv, Israel. Developed tailor-made solutions for water-related problems in the food, paper, textile and microelectronics industries.
1992-1993 1982-1987	The Hadassah College of Technology, Jerusalem, Israel. Teaching applied chemistry for laboratory technicians.
1989-1990	Researcher, Rutgers University, Newark, New Jersey (sabbatical).

Synthesized model systems for studying a naturally occurring enzyme and its cofactors. Supervised the work of a graduate student.

- 1987-1989** Researcher, Unikoar Biotechnology, Jerusalem, Israel.
Optimized production process and developed an efficient and environmentally safe pesticide.
- 1978-1986** Hebrew University, Jerusalem, Israel.
1982-1986 Senior Lecturer of Chemistry.
1978-1982 Research Associate/Lecturer, School of Pharmacy.

AWARDS: Fohs Fellowship (1972-1973). Grant awarded to a foreign student for graduate study in the United States.

Grant awarded (1978-1981) to young researchers doing research in Chemistry with medical applications.

LIST OF PUBLICATIONS:

Refereed Publications:

1. "Direct Observation of the Kinetic Fate of a Thiamin- Diphosphate- Bound Enamine Intermediate of Brewer's Yeast Pyruvate Decarboxylase. Kinetic and Regiospecific Consequences of Allosteric Activation," by X. Zeng, A. Chung, M. Haran and F. Jordan.
Journal of the American Chemical Society 111, 5842 (1991).
2. "Lithium Ion Promotion in the Synthesis of Novel Dinuclear Iron-Carbyne Complexes, by M. Nitay (Haran), W. Priester and Mr. Rosenblum.
Journal of the American Chemical Society 100, 620 (1978).
3. "Importance of Cationic Assistance in the Reaction of $M \eta^5(C_6H_5Fe(CO)_2)_2$ Salts with Epoxides," by M. Nitay (Haran) and M. Rosenblum.
Journal of Organo-Metallic Chemistry 136, C23 (1977).
4. "Synthesis and Study of a New Class of Stereochemically Dynamic Dinuclear Iron Carbyne and Carbene Complexes."
Doctoral dissertation in the field of Organometallic Chemistry (June 1978).
5. "Geometrical Isomerism in the Dibenzopentafulvalene Series," by I. Agranat, M. Rabinoviz, M. Weissman (Haran) and M.R. Pick.
Tetrahedron Letters, 3379 (1972).
6. "The Spatial Structure of Tetrabenzo (5,7) Fulvalene," by I. Agranat and M. Weissman (Haran).
Tetrahedron Letters, 273 (1972).
7. "Quality Indicators of the State of Chemical Pollution in Israel", by Haran M., Samuels R., Gabbay S. and Mingelgrin M.
Israel Journal of Chemistry, Vol. 42, (2002).

Non-Refereed Publications:

1. "A Proposed Plan for an Environmental Assessment of Chinatown," by Clarke, M., Goldsmith, V., Fillos, J., and Haran, M., 1995. 43p. + 7 app.2
2. "PERC Source Identification and Pollution Prevention Project." Final Rpt. to NYC DEP. 15p. + 8 appendices, by Haran, M., Goldsmith, V., Yapijakis, C., and others, 1995.
3. "Development of Environmentally Responsible Building Guidelines for New York City Capital Construction Final rpt. to NYC Mayor's Office of Construction", by Haran, M., Goldsmith, V., Griffis F.H., and others, 1996.
4. "Recommendation for Flue-Gas Cleaning Systems" by Haran, M. and others. Report of the Committee on Scrubbers for Power Station Rutenberg B of the Israel Electrical Company. January 1997.
5. "Guidelines for Environmentally Friendly Buildings", by Haran, M. and others. Compiled for the Israeli Ministry of Environment. (In Hebrew) Presented in a Green Buildings conference, held on June 1997 in Jerusalem Israel. (Head of Organizing Committee - Haran, M.).
6. "Increasing Factory Profits via Environmental Investment - A Guide for the Perplexed", by Haran, M., Mingelgrin, U. and Samuels, R.,. (In English and Hebrew). Prepared for a conference on Economic Benefits of Environmental Investment at the Factory Level, held on March 1998 in Herzlia, Israel. (Head of Organizing Committee - Haran, M.).
7. "Environmental Business Opportunities in Israel" by Haran, M. The Israel Magazine of Industry, Technology & Subcontracting. February 1998.
8. "Economic Benefits of Environmental Investment" Hazardous Compounds, Vol 2, No. 3, 1998 (Hebrew).
9. "In-depth Review of Ireland Second National Communication under the United Nations Framework Convention on Climate Change" with other UN experts on Climate Change, Aug. 5, 1998.
10. "Environment - an Instrument for Investment", New Era in the Business World. Globes, October 26, 1998, (Hebrew).
11. "Environmental Business Opportunities in Israel" by Haran, M and Gabai S., Israel's Environmental Technologies and Company Index, Publication of the Ministry of the Environment, 1999.
12. "Green Hotel Guidelines" by Haran M. and Zimmerman S., March 1999, Publication of the Ministry of the Environment, 1999. (Hebrew).

13. “Environmental Indicators in Israel” by Haran, M. Samuels, R., Gabai, S. and Iusob D., Publication of the Ministry of the Environment, Jerusalem Israel, 2001.
14. Several dozens of articles in Israeli newspapers and magazines.

Personal data

Date of birth: 13 September 1949

Married + 4

Military service: Lieutenant, Cadet Instructor.



מדינת ישראל

סמנכ"ל בכיר למנהל ומשאבי אנוש

ו' תמוז, תשס"ט
28 יוני, 2009

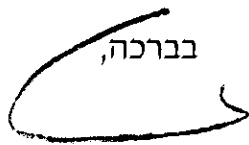
לכל מאן דבעי

שלום רב,

הנדון: אישור העסקה במשרד להגנת הסביבה – ד"ר מיקי הרן

הרינו לאשר בזאת כי ד"ר מיקי הרן עבדה במשרד להגנת הסביבה החל מתאריך 1.10.1996 עד 30.11.2006, בתפקידים הבאים:

ד"ר הרן החלה עבודתה בלשכת המדען הראשי במשרדנו החל מיום 1/10/1996.
ביום 1/1/1997 – 31/5/1999 - שימשה בתפקיד סגן המדען ראשי.
ביום 1/6/1999 - 5/9/2000 - שימשה בתפקיד המדען הראשי במשרד.
ביום 6/9/2000 - 26/4/2003 - שימשה בתפקיד סמנכ"לית בכירה תעשיות.
ביום 27/4/2003 – מונתה לתפקיד מנכ"לית המשרד עד למועד סיום כהונתה כמנכ"לית - בתאריך 30/11/2006.

בברכה,


גיל סמט
סמנכ"ל בכיר למינהל
ומשאבי אנוש



THE TRUSTEES OF
BRANDEIS UNIVERSITY

UPON THE RECOMMENDATION OF THE FACULTY

HAVE CONFERRED ON

MIRIAM NITAY

THE DEGREE OF

DOCTOR OF PHILOSOPHY

CHEMISTRY

AND ALL THE RIGHTS AND PRIVILEGES THEREUNTO APPERTAINING

IN WITNESS THEREOF, THEY HAVE ISSUED THIS DIPLOMA DULY
SIGNED AND HAVE AFFIXED THE SEAL OF THE UNIVERSITY.

ISSUED AT BRANDEIS UNIVERSITY, WALTHAM, MASSACHUSETTS, ON
THE TWENTY-SEVENTH DAY OF MAY, NINETEEN HUNDRED AND SEVENTY NINE

Robert S. Benjamin

CHAIRMAN, BOARD OF TRUSTEES

Maver H. Bernstein

VICE-CHANCELLOR OF THE UNIVERSITY

אוניברסיטה העברית בירושלים

מיון
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הדיקן ומועצת הפקולטה למתמטיקה ולמדעי הטבע

את התואר

מרים ויסמן

ונים למרת

בוגר במדעי הטבע (B.Sc.)

לאחר שסיימה את מסכת לימודיה במקצועות:

כימיה-בהקף מורחב

ופיסיקה

ועמדה בבחינות

כ ה ו ק

ולראיה באתי על החתום

תאריך חש"ג

ירושלים יום ט"ו לחודש שבט

המחלקה מאגיסטרי



Handwritten signature