



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, Dafna Gruber, identification number 059253971, 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 Economic and accounting
  - b. Professional Experience: (including experience as a Director)  
Please see my CV
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)

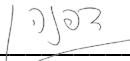


Stock Exchange)							
				Capital	Voting Rights	Capital	Voting Rights

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: Dec 12, 2021

Name: Dafna Gruber

Signature: 



## 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](mailto: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.

**Disclaimer** 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. Dafna Gruber

(b) Please indicate your birth date. March 23, 1965

(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 X

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 X*

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



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

## 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   

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.

	<b>Number of Shares</b>
<b>Sole Voting Power</b>	
<b>Shared Voting Power</b>	
<b>Sole Investment Power</b>	
<b>Shared Investment Power</b>	

(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**.

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

(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.


(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 X

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

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

(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 X

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;
- (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:

<b>Amount of outstanding indebtedness as of the latest practicable date</b>	
<b>Largest amount outstanding during since January 1, 2016</b>	



<b>Date Incurred</b>	
<b>Interest rate</b>	
<b>Description of the nature of the loan and the transaction in which it was incurred</b>	

(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:

<b>Date of such modification or renewal of indebtedness</b>	
<b>Brief description of such modification or renewal of indebtedness</b>	

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   X  

(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   X  

(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   X  

(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   X



(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 X

(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 X

(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 X

(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 X

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 x

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 x

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 x No   

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

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

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



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

		<b>Please check all that apply</b>
	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 Dafna Gruber
Title of each position with ICL, its parent and any subsidiary

Date: Dec 12, 2021



## Appendix 1 - Biographical Information

### Directors of the Company:

**ID no.:**

**Date of birth:**

**Address:**

**Citizenship:**

**External director:**

**Independent director:**

**Commencement of office:**

**Member of Board of Directors committees:**

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

**Education:**

**Employment in the last five years:**

**Community service:**

**Director in corporations:**

**Family member of an Interested party in the corporation:**

**Having accounting and financial expertise:**

**Biography:**

## Appendix 2 - Information Regarding Related Person Transactions

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

Please include all information regarding the transaction that might be helpful in understanding the transaction.<sup>1</sup>

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.



Brief description of transaction (including employment relationships) <sup>1</sup>	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 <sup>2</sup>	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, Dafna Gruber, Identification number 059253971 hereby declare as follows:

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

BA accounting and Economics

(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):

Yes

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

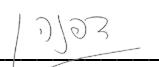
CFO of Alvarion Ltd. and Nice Ltd. both public companies traded on Nasdaq and TASE. Board member at Nova measuring instruments Ltd., Tufin Software Technologies Ltd., Cognyte Ltd. and cellbrite Ltd.

(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: Dec 12, 2021

Name: Dafna Gruber

Signature: 

# Dafna Gruber

## **Summary:**

Senior Executive and financial expert with vast experience in leading Finance and Operations of rapidly growing global public companies as Chief Financial Officer and as a Board Member

## **Experience:**

### **2021 – Chief Financial Officer, Netafim Ltd.**

Leading Finance, IT and MIS

### **2019 to 2021 – Chief Financial Officer, Aqua Security Ltd.**

Leading Finance, Business Operations, Operations, IT and MIS

### **2017 to 2018 – Chief Financial Officer, Landa Corporation Ltd.**

Leading Finance, Business Operations and MIS

### **2015 to 2017 - Chief Financial Officer, Clal Industries Ltd.**

Leading Finance and a Board Member at private companies held by Clal industries including Nesher Israel Cement Industries Ltd. Taavra Holding Ltd, Jafora Ltd. and at **Clal Biotechnology Ltd. (traded on TASE)**

### **2007 to 2015 – Chief Financial Officer, Nice Systems Ltd. (Enterprise software, Security, NASDAQ: NICE, TASE: NICE.TA)**

Chief Financial Officer and Head of corporate global groups. A member of the senior management team and Strategy and M&A forums

Managed corporate global groups supporting 4 business units rapidly growing organically and inorganically through acquisitions and transitioning to recurring and SAAS business models

Led a major transformation process of all corporate units into a global shared services model enabling global rapid growth, operational efficiencies and cost savings

Managed global corporate groups of:

- **Finance** - including financial reporting, SOX, financial planning & analysis, costing, tax, cash management and capital and debt raising and post-merger integration processes
- **Investor relations**
- **Legal and compliance**
- **Business Operations** – including Sales Operations and Sales Administration
- **Operations** – Including Purchasing, Production and Global Facilities
- **Information systems, Information Technology**

**1996 to 2007 – ALVARION Ltd. (Wireless communication. NASDAQ: ALVR, TASE: ALVR.TA)**

**1999 to 2007 – Chief Financial Officer**

Leading Finance, Legal and Investor relations of a dynamic and rapidly growing technology company

Led transition to become a public company, through capital raise in IPO followed by a secondary offering. Prior to IPO led capital raise through private offering and debt

Managed acquisitions and post-merger integration processes, including 2 public companies acquired

**1996 to 1999 – Controller**

**1993 to 1996 – Controller, Lannet Data Communication Ltd.**

**1988 to 1993 – Haft & Haft, accounting firm (Now part of BDO)**

**Board of Directors membership:**

External Director since 2015 at **Nova Measuring Instruments Ltd. (NASDAQ: NVMI, TASE: NVMI.TA)** Head of Audit Committee

External Director Since 2019 at **Tufin Software Technology Ltd. (NYSE: TUFN)**

Head of Audit Committee, member of Compensation Committee

Independent Director since 2021 at **Cognyte Ltd. (NASDAQ: CGNT)**

Member of Audit Committee

Independent Director Since 2021 at **Cellbrite DI Ltd. (NASDAQ: CLBT)**

Head of Audit Committee, member of Compensation Committee

**Education:**

BA in Accounting and Economics, Tel Aviv University,

Certified Public Accountant

# אוניברסיטת תל-אביב



רקטור האוניברסיטה  
דיקאן הפקולטה לניהול - בית הספר  
למוסמכים במנהל עסקים  
על שם לייאון רקנאטי<sup>1</sup>  
ודייקאן הפקולטה למדעי החברה  
מעניקים למרת דפנה אייל  
את התואר

## בוגר

## אוניברסיטת (B.A.)

לאחר סיוםו את חוק לימודיה  
בחשבונאות  
ובכלכלה  
ועמדת בבחינות

תל-אביב, ביום כ"ה לחודש אירן תשמ"ט 30 במאי 1989

D.K.  
דיקאן הפקולטה  
למדעי החברה

דיקאן הפקולטה  
לניהול

הרקטור



משרד המשפטים

# מועצה רואי חשבון

זאת עדות כי גרוובר דפנה

מורשה / (ת) לעסוק בראיות חשבון  
בהתאם לחוק רואי חשבון, התשנ"ו-1955

ט"ו לחדרש חמשה שנות החanc"א  
1991 יוני 27

חיים קלוגמן  
יו"ש וראש מועצת רואי חשבון

