

This is an English convenience translation of the original Hebrew version. In case of any discrepancy, the binding version is the Hebrew original.

**Israel Corporation Ltd.**

Registrar Number: 520028010

Form 121  
Public

Securities of the Corporation are listed in the Tel Aviv Stock Exchange

Sort name: Israel Corporation

Address: P.O.B. 20456, Tel Aviv 61204

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Email: MAYAAK@ISRAELCORP.COM

Date of Transmission: 01/03/2011

Reference: 2011-01-065616

To:  
The Securities Authority  
via MAGNA

To:  
The Tel-Aviv Stock Exchange Ltd.  
via MAGNA

Dear Sir/Madam,

**Re: Immediate Report - Israel Chemicals Ltd.**

Attached herewith is an Immediate Report of the Company's subsidiary, Israel Chemicals Ltd. ("ICL"), as published today by ICL, in connection with the closing of the transaction to purchase *Scott's Global Pro*.

[ICL's report attached]

The date when the event first became known to the corporation: 28/02/2011, time: 22:00.

Reference of former documents in this regard (referring does not constitute incorporation by reference):  
Former name of reporting entity:  
The Israel Corporation Ltd.

Form structure updated 13/02/2011

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Name of Electronic Reporter: Maya Alchek Kaplan. Adv. Position: General Counsel (In House) and Company's Secretary. Aranha 23, Millennium Tower, Tel Aviv 61204. Phone – 03-6844517, Fax: 03-6844587, e-mail – [mayaak@israelcorp.com](mailto:mayaak@israelcorp.com)



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Translation from the Hebrew. The Hebrew version is the binding version

Further to our Immediate Report dated December 7, 2010 (#2010-01-710055) with respect to ICL's binding offer to The Scotts Miracle Gro Company, an American corporation ("Scotts"), to acquire the associated shares, assets and activities of Scotts' Global Professional specialty fertilizers/horticultural inputs business, we wish to update that on February 28, 2011, the acquisition was completed following the satisfaction of the conditions required for completion of the transaction. The final amount of the consideration to be paid will be determined according to the appropriate mechanisms established in the purchase agreement between the parties

**ICL-ISRAEL CHEMICALS LTD.**

Registrar Number: 520027830

Form 54  
Public

Securities of the Corporation are listed in the Tel Aviv Stock Exchange

Sort name: ICL

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Date of Transmission: 07/12/2010

Reference: 2010-01-710055

To:  
The Securities Authority  
via MAGNA

To:  
The Tel-Aviv Stock Exchange Ltd.  
via MAGNA

Dear Sir/Madam,

**Re: Immediate Report**

On December 7, 2010, ICL made a binding offer to The Scotts Miracle-Gro Company, an American corporation (the "Seller"), to acquire the associated shares, assets and activities of the Seller's Global Professional specialty fertilizers/horticultural inputs business ("Scotts' Global Pro business").

The purchase price reflects the equivalent of US\$270 million for the associated shares, assets and activities of Scotts' Global Pro business, subject to adjustments for working capital and other obligations. The purchase is to be paid in cash upon the proposed transaction closing date, and will be financed from the Company's own internal sources. The price was determined through a process of negotiation. For the fiscal year ended September 30, 2010, Scotts' Global Pro business had sales of \$242 million and pro forma EBITDA of \$31.4 million (Revenues and pro forma EBITDA were provided to illustrate the revenues and profitability of Scotts' Global Pro business that ICL has offered to acquire as an independent business unit.)

Scotts' Global Pro business markets and manufactures specialty fertilizers, growing media, plant protection products and grass seeds for commercial nurseries, public parks, sports fields and intensive agriculture. It employs approximately 340 people and operates three manufacturing plants located in Holland, the U.K. and the U.S., and various growing media facilities in the U.K. Scotts' Global Pro business's primary geographical markets include Europe, North America, Asia/Pacific, and Africa.

ICL intends to integrate Scotts' Global Pro business's activities into the ICL Fertilizers segment with the goal of capitalizing on operational and other marketing synergies with the activities of ICL Specialty Fertilizers. The integration of Scotts' Global Pro business will extend ICL Fertilizers' portfolio of specialty fertilizers.

Closure of the deal is contingent upon the fulfillment of a number of conditions customary for a transaction of this kind. The Company estimates that the transaction will close during the first quarter of 2011.

Accompanying this Immediate Report is a presentation with further details of Scotts' Global Pro business and its proposed integration with ICL's Specialty Fertilizers business unit.