



israel corp

***Periodic Report for
the Year 2025***





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***Description of the
Company's Business for
the Year 2025***



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Description of the Company and its Business

This chapter presents a description of the Company's business as of December 31, 2025, namely a description of the Company and the development of its business, reflecting events occurring during 2025 (the "**Reporting Period**") and up to the date of publication of the Report, sometimes including earlier periods and sometimes extending the period up to shortly before the publication date of this Report, all while taking into account the Securities Regulations (Periodic and Immediate Reports), 5730-1970 (the "**Reporting Regulations**"). This Report has been prepared, *inter alia*, while taking into account the legal position published on December 12, 2012, by the Israel Securities Authority regarding "Shortening of Reports," including the updates thereto from time to time.

This chapter describing the Company's business is submitted as part of the Periodic Report for 2025, while assuming that the other parts of the Periodic Report are also available to the reader.

As of the date of the Report, the Company operates in one main operating segment – ICL Group Ltd. ("**ICL**") (a public company that is a material Investee Company of the Company)¹. In addition, the Company has investments in AKVA Group ASA and in Nordic Aqua Partners AS, public companies whose shares are traded on the Oslo Stock Exchange, Norway, as well as in Prodalim Investments Ltd., which as of the date of publication of this Report is a public company whose shares are traded on TASE incorporated in Israel (the "**Investee Companies**"). As of the publication date of the Report, none of the aforementioned Investee Companies is material to the Company's operations and does not constitute a separate operating segment.

It should be noted that on September 15, 2022, the sale of 16.687% of the shares of Oil Refineries Ltd. ("**Bazan**") (a public company), which were owned by the Company, was completed, and since that date it no longer constitutes an operating segment of the Company. Furthermore, on February 9, 2023, agreement was reached with the classified entities to whom options had been granted for the purchase of 7.3% of Bazan's issued and paid-up share capital that remained held by the Company, regarding exercise of the options, such that after receiving the exercise proceeds for the options, the Company no longer holds any shares in Bazan.

The Company's strategy, which was determined by the Board of Directors in 2019, in line with the Company's natural purpose as a company with an established business infrastructure, includes making new investments in accordance with guiding principles, as well as continuing to maximize the value of its strategic investment in ICL. For further details, see the Chapter describing the Company's business below.

¹ It should be noted that considering, *inter alia*, that the Company operates in one main sector as of the date of the Report, and the relative weight of the Company's holdings, the Company does not constitute a "holding company" within its meaning in Legal Position No. 105-31 of the Israel Securities Authority staff from December 2015 concerning "Clarifications Regarding Disclosure Required from Holding Companies." It is clarified that the above does not contradict the conditions applicable to the Company regarding its main activity as a holding company within the meaning thereof in the trust deeds covering Company's bonds.

In this chapter, the description has sometimes been expanded, even where the matters are not material from the Company's perspective, in order to provide a comprehensive picture of the subject being described.

With respect to shareholdings in companies mentioned in this chapter, the holding information of the Company in a Investee Company also includes all holdings in the Investee Company that are held through any wholly-owned Investee Company of the Company, unless stated otherwise.

Unless otherwise stated, reference to the market value of an Investee Company whose shares are traded on a stock exchange is in accordance with the closing price of that Investee Company's share on a date shortly prior to the publication of this Report.

The descriptions in this Report sometimes include various surveys, research or public publications, as well as data and assessments based on such surveys, research or publications. It should be noted that the Company did not seek to obtain the consent of the entities that published the aforementioned surveys, publications and research for inclusion thereof in this Report and, as a rule, no independent examination has been conducted by the Group's companies regarding the accuracy, precision and currency of the data presented in the aforementioned surveys, publications and research.

In addition, the descriptions in the operating segment sometimes include data regarding the non-dependence of an Investee Company on a certain entity, or note that certain data is not material in its impact on the Investee Company. It should be clarified that in light of the Company's structure and holdings, in cases where it is stated that an Investee Company is not dependent on a certain entity, the Company is also not dependent on that entity. Likewise, in cases where it is stated that certain data is not material to an Investee Company of the Company, this data is also not material to the Company – all of this unless expressly stated otherwise in this Report.

Within the description of the Company and its subsidiaries in this Report, references are sometimes made to immediate reports published by the Company. Therefore, wherever it is stated in this Report "see immediate report of the Company," this means "see immediate report published by the Company, which is incorporated in this Report by way of reference in accordance with the Reporting Regulations." In cases where references are included to the Company's annual periodic report from previous years, this refers to the periodic report published by the Company in that year.

Definitions

In this chapter, unless otherwise determined or implied, the following terms and expressions shall have the meaning set forth opposite them:

“AKVA”	AKVA Group ASA;
The “Stock Exchange” or “TASE”	The Tel Aviv Stock Exchange Ltd;
“Dollar”	U.S. dollar;
The “Report”	This periodic report describing the Company and its business for 2025;
The “Periodic Report for 2022”	The Company’s periodic report for 2022, published on March 16, 2023 (reference: 2023-01-028104);
The “Periodic Report for 2023”	The Company’s periodic report for 2023, published on March 27, 2024 (reference: 2024-01-033453);
The “Periodic Report for 2024”	The Company’s periodic report for 2024, published on March 27, 2025 (reference: 2025-01-021745);
The “Board of Directors’ Report”	The Board of Directors’ Report on the state of the Company’s affairs as of December 31, 2025, attached in Chapter B to this Report;
The “Financial Statements” or the “Financial Statements for 2025”	The Company’s consolidated financial statements as of December 31, 2025, attached in Chapter C to this Report;
The “Company” or “Israel Corporation”	Israel Corporation Ltd.;
The “Holding Subsidiaries”	The following companies which are controlled by the Company: H.L. Management and Consulting (1986) Ltd., H.L. (Holdings – ICL) Ltd., H.L. Procurement ICL (1998) Ltd., H.L. (Kislev, 1998) Ltd., Trust and Registrations of Israel Corporation Ltd., Orchot Kochavim Ltd., Udi International (1994) Ltd., as well as the Company’s holdings in Elram Housing Company Founded by Israel Corporation, Ashtrom - Limited Partnership;
“Securities Law”	Securities Law, 5728-1968;
“Date of the Financial Statements” or “Date of the Report”	December 31, 2025;

“Prodalim”	Prodalim Investments Ltd.;
The “Group”	The Company and its consolidated companies;
The “Compensation Regulations”	The Companies Regulations (Rules Regarding Compensation and Expenses for an Outside Director), 5760-2000;
The “Relief Regulations”	The Companies Regulations (Relief in Transactions with Interested Parties), 5760-2000;
“NOAP”	Nordic Aqua Partners AS.

Chapter One – Description of the General Development of the Company's Business

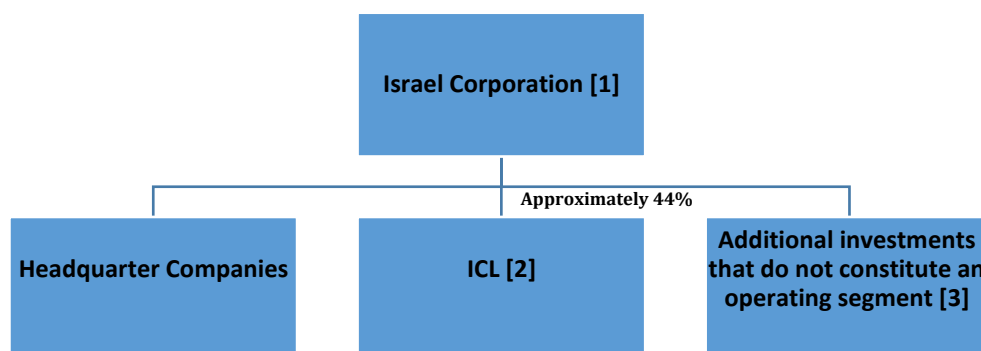
1. The Company's Operations and Description of its Business Development

- 1.1 The Company was founded and registered as a public company in 1968. The Company's shares were offered to the public and have been listed for trading on the Tel Aviv Stock Exchange since 1982.
- 1.2 As of the date of the Report, the Company operates in one main operating segment, through one principal Investee Company: ICL. In addition, the Company has investments in AKVA, NOAP and Prodalim where, as of the date of the Report, none of them constitutes a separate operating segment as aforesaid. It should be noted that during 2022, Oil Refineries Ltd. ("**Bazan**") ceased to constitute an operating segment of the Company, and in February 2023, the Company sold the remaining holdings in Bazan, and as of the aforementioned date, the Company no longer holds any shares in Bazan (for details see Sections 1.9 and 1.10 in the Periodic Report for 2023).
- 1.3 The Company is involved in the management of the Group's companies through directors who serve on the boards of directors of the Company's subsidiaries.
- 1.4 In 2019, the Company's Board of Directors decided to update the Company's business strategy, in accordance with the Company's natural purpose as a company with an established business infrastructure. The Company's updated strategy includes, alongside continuing its main strategy to maximize the Company's value through its holdings in ICL, making new investments. For details see Section 16 of the Report.
- 1.5 Within the framework of the investment activities and implementation of the strategic plan, the Company has invested in the following Investee Companies, and as of the publication date of the Report, none of these companies, individually, is material to the Company's operations:
 - 1.5.1 In October 2021, the Company acquired 18% of AKVA's share capital (on a fully diluted basis), a public company whose shares are traded on the Oslo Stock Exchange, Norway (for further details see Section 8.1 of this Report).
 - 1.5.2 In March 2023, the Company acquired approximately 9% of the share capital (on a fully diluted basis) of NOAP, a Norwegian company traded on the Oslo Stock Exchange, in Norway. In December 2023 and October 2024, the Company participated in two additional fundraising rounds, in which it maintained its stake in NOAP (for details see Section 8.2 of this Report).
 - 1.5.3 In March 2025, the Company closed an investment agreement and a share purchase agreement for the purchase of shares from existing shareholders in Prodalim, which as of the publication date of the Report is a public company incorporated in Israel, whose shares are traded on TASE such that following completion of the investment transaction, the share purchase transaction and an initial public offering, the

Company holds approximately 23.26% of Prodalim's share capital (on a fully-diluted basis). For further details, see the Company's immediate reports dated January 21, 2025, March 5, 2025 and February 25, 2026 (Reference Nos.: 2025-01-005987, 2025-01-014882 and 2026-01-017646) and Section 8.3 of this Report).

- 1.6 As of the date of the Report, the Company continues to pursue and further develop its investment activities, in addition to managing its existing holdings in the Investee Companies. It should be clarified that implementation of investment activities is dependent on various factors, including factors beyond the Company's control, such as the state of the markets in Israel and worldwide, the existence of appropriate market conditions in the fields included in the strategic plan, the macroeconomic impacts on the economic situation and on the Group's business and more, and, therefore, there is no certainty regarding the manner of implementation of the investment strategy and the timing thereof, insofar as it is executed.
- 1.7 As of the date of this Report, there are no material reciprocal relationships between the Company's material holdings in ICL and its holdings in other companies. Therefore, as of the date of this Report, the Company considers its holdings in ICL to constitute a separate and independent holding, which is the Company's only material holding.

Below is a schematic diagram that includes the Company's principal holdings as of the publication date of this Report:



[1] The holding percentages presented in the diagram is the holding percentage in the registered share capital as of December 31, 2025 (in rounded percentages) and without taking into account possible dilutions and/or additional rights of the Company in the Investee Company, unless expressly stated otherwise. The diagram does not reflect all of the Company's holdings.

[2] The Company's holdings in ICL are held both directly and indirectly (through wholly-owned subsidiaries of the Company). As of the date of the Report and shortly prior to the publication date of the Report, the Company's holding percentage in ICL's issued and paid-up share capital is approximately 43.11% (or approximately 44% net of dormant shares), and approximately 43.93% of the voting rights. For details regarding ICL shares serving as

collateral for loans taken by the Company, see Note 14.f.1 to the consolidated financial statements.

[3] In addition, as of the publication date of the Report, the Company holds approximately 18% of AKVA's share capital (on a fully-diluted basis); approximately 9% of NOAP's share capital (on a fully diluted basis); and approximately 23.26% of Prodalim's share capital (on a fully-diluted basis) (for details see Section 1.6 above and Section 8 of the Report).

For financial information regarding the Company's operating segment, see Section 5 of this Report.

- 1.8 Given that the Company operates also through its subsidiaries and Investee Companies, the assessments and data presented in this chapter as part of the description of the Company's activities are those of the subsidiaries and Investee Companies and their managements. Subject to clarifications, and completions that might have been requested from the subsidiaries, the Company found it appropriate to rely on these assessments and data. To the extent required for the description below, the Company accepts these assessments and data, unless expressly stated otherwise. It is clarified that as a rule, the Company did not conduct additional external examinations of the assessments and data brought by its subsidiaries and their managements, who are considered experts and knowledgeable in their area of operations and business. Therefore, wherever it is stated below in connection with an Investee Company that it or the Company or the Group "estimates," "intends," "believes," "anticipates" and suchlike, and/or wherever data is stated that it is related to a relevant subsidiary or Investee Company, it means that the Company found it appropriate to rely thereupon, as a rule, without additional external examination, subject to clarifications, examinations and completions that might have been requested from the Investee Company, unless expressly stated otherwise.
- 1.9 As stated, the Company holds ICL, a public company whose shares are traded on the Tel Aviv Stock Exchange and the New York Stock Exchange and it reports in accordance with the provisions of Chapter E3 of the Securities Law. Therefore, the information presented in this Report regarding ICL is based, *inter alia*, on ICL's reports that have been released to the public; see, *inter alia*, its reports² and disclosures on the "Magna" website of the Israel Securities Authority (www.magna.isa.gov.il) and on the "Maya" website of the Stock Exchange (<http://maya.tase.co.il>).³

² See ICL's 20F Report for 2025 as included in the Company's Immediate Report dated March 11, 2026 (Reference No.: 2026-02-021894).

³ For details regarding a preliminary inquiry submitted by the Company to the Israel Securities Authority in connection with the inclusion of ICL's annual report as prepared by ICL for its reporting purposes on the New York Stock Exchange within the framework of the Company's periodic reports, see: https://www.isa.gov.il/%d7%92%d7%95%d7%a4%d7%99%d7%9d%20%d7%9e%d7%a4%d7%95%d7%a7%d7%97%d7%99%d7%9d/Corporations/Staf_Positions/Preliminary_Inquiries/Magna_Report/Documents/isafile_pre2312.pdf, as well as the Israel Securities Authority's response to the inquiry:

- 1.10 On November 19, 2025, the Company's Board of Directors resolved, in accordance with the provisions of Regulation 3 of the Securities Regulations (Reporting in the English Language), 5781-2020, to transition reporting in the English language only. For details, including the considerations and reasons for this, see the Company's report dated November 19, 2025, (Reference No.: 2025-01-089385). Accordingly, commencing from the date of this report, the Company's periodic and immediate reports will be published in the English language only.

2. **Operating Segment**

Below is a general description of the Company's operating segment as of December 31, 2025:

ICL – ICL Group Ltd. is a leading global specialty minerals company that produces and provide solutions to the sustainability challenges that humanity faces in the global food, agriculture and industrial markets. ICL leverages its unique bromine, potash and phosphate resources, its globally deployed professional workforce, sustainability-focused research and development, and technological innovation capabilities, in order to drive its growth in all of the end markets in which it operates. According to information provided by ICL, as of the date of this Report, ICL employs approximately 13,007 employees worldwide, and its revenues for 2025 totaled approximately \$7,153 million.

For a description of ICL's business, based on ICL's description format for 2025, see ICL's Periodic Report and Section 7 of this Report.

It should be noted that the Company has additional investment activities that do not constitute separate reportable segments. For details see Section 8 of the Report.

3. **Investments in the Company's Capital**

- 3.1 For details regarding the Company's capital, see Note 20 in the Company's financial statements as of December 31, 2025.
- 3.2 During the past two years, no material transaction has been carried out by an interested party in the Company involving the Company's shares in an off-exchange transaction other than the Company's reports from the dates 18.4.2024, 17.11.2024, and 24.11.2025 (Reference Nos.: 2024-01-039313, 2024-01-616234, 2025-01-091292). For details regarding holdings of interested parties, see Section 24 of Chapter D of this Report (the Additional Details chapter).

On November 16, 2023, the Company's Board of Directors adopted a repurchase plan for repurchase of the Company's ordinary shares in a total amount of up to \$33 million (the "**Total Purchase Cost**"), in the format of a "safe harbor" protection⁴. For details see the Company's report dated November 16, 2023 (Reference No.: 2023-01-104344). By the end of the first quarter of 2024, the Company had completed the program and purchased cumulatively 132,243 shares of NIS 1.00 par value for approximately the Total Purchase Cost. During the first quarter of 2024 and up to completion of the above-mentioned repurchase program, a large number of transactions were carried out thereunder, as detailed in the Company's reports regarding the creation of treasury shares, dated from January 1, 2024 through April 1, 2024.

4. **Dividend Distribution**

- 4.1 On January 9, 2023, the Company's Board of Directors decided to adopt a dividend policy covering the distribution of dividends to the Company's shareholders. For details regarding the dividend distribution policy, see the Board of Directors' Report and the Company's report dated January 9, 2023 (Reference No.: 2023-01-005202) (the "**Dividend Policy**").
- 4.2 On March 27, 2024, the Company's Board of Directors approved the distribution of a cash dividend to the Company's shareholders, in the amount of approximately \$37 million as of the declaration date, in accordance with the principles of the Company's Dividend Policy. For details, see the Company's Immediate Report dated March 27, 2024, and the supplementary report dated April 10, 2024 (Reference Nos.: 2024-01-033321 and 2024-01-035848).
- 4.3 On March 27, 2025, the Company's Board of Directors approved the distribution of a cash dividend to the Company's shareholders, in the amount of approximately \$15 million as of the declaration date, in accordance with the principles of the Company's Dividend Policy. For details, see the Company's Immediate Report dated March 27, 2025 (Reference No.: 2025-01-021584).

⁴ "Safe harbor" protection - in accordance with Israel Securities Authority Position No. 199-8.

- 4.4 On March 25, 2026, the Company's Board of Directors approved the distribution of a cash dividend to the Company's shareholders, in the amount of approximately \$13 million as of the declaration date, in accordance with the principles of the Company's Dividend Policy. For details, see the Company's Immediate Report dated March 25, 2026 (Reference No.: 2026-01-027306).
- 4.5 For details regarding the repurchase program for the Company's shares that was adopted by the Company, see Section 3.2 of this Report.
- 4.6 The balance of the Company's distributable accounting profits as of December 31, 2025, is approximately \$2,232 million. For details regarding the Company's obligation in connection with restrictions on dividend distribution, see Section 4.7 below and Note 14.b in the Company's financial statements.
- 4.7 Within the framework of the trust deeds of the Company's bond series that were in circulation during the Reporting Period or that are in circulation (Series 12, 13, 14 and 15), the Company undertook, *inter alia*, that as long as the aforementioned bonds have not been fully repaid, distribution of a dividend by the Company will be performed only if the Company meets certain conditions. For details see Note 14 of the financial statements.

For further details see Sections 11.3 and 11.5.2 of the Report and Note 14 to the Company's financial statements as of December 31, 2025.

Chapter Two - Other Information

5. Financial Information Regarding the Company's Operating Segment

- 5.1 For consolidated financial data of the Company for the years 2023, 2024 and 2025, in millions of dollars, see the Company's financial statements as of December 31, 2025.
- 5.2 For ICL's annual report for 2025 (F-20) including the expanded opinion of ICL's auditors, which includes Critical Audit Matters (CAM), see the Company's report dated March 11, 2026 (Reference No.: 2026-02-021894).

5.3 Explanation of Developments that have Occurred

For explanations of the developments in the ICL's annual report for 2025 presented in, see the Directors' explanations in the Board of Directors' Report, which is attached to this Report and constitutes an integral part thereof.

5.4 Breakdown of Revenues and Products

Below is data regarding the breakdown of the Group's revenues by operating segment (whose percentage constitutes more than 10% of total revenues), in accordance with the Company's consolidated financial statements:

Component	Operating Segment	Operating Sectors	2025	2024	2023
Revenues (in millions of dollars)	ICL	Industrial Products	1,254	1,239	1,227
		Potash	1,714	1,656	2,182
		Phosphate Solutions	2,333	2,215	2,350
		Growing Solutions	2,063	1,950	2,073
		Other Activities	183	181	172
		Other and Eliminations	(394)	(400)	(468)
Percentage of Total Group Sales	ICL	Industrial Products	18%	18%	16%
		Potash	24%	24%	29%
		Phosphate Solutions	32%	32%	31%
		Growing Solutions	29%	29%	28%
		Other Activities	3%	3%	2%
		Other and Eliminations	(6%)	(6%)	(6%)

6. **General Environment and Impact of External Factors on the Company's Operations**

- 6.1 The Company's financial results are affected by several factors, primarily ICL's results, one-time profits or losses, the market value of ICL and other Investee Companies held by the Company, tax expenses, financing expenses, as well as transactions involving disposal or acquisition of its holdings. The Company's cash flows are affected, *inter alia*, by receipt of dividends, proceeds arising from dispositions of the Company's holdings, financing, and receipt of directors' fees from the subsidiaries.

As a group with international operations, the Group's activities are affected, *inter alia*, by the economic situation and trends in the global economy. For details see Section 17.1 of the Report below, and the ICL chapter in the Company's Board of Directors' Report.

The prices existing in the commodities' market affect the operations and results of the companies held by the Company, and during the Reporting Period the impact of these trends on their results and operations is evident. For further details see the ICL chapter in the Company's Board of Directors' Report.

For details regarding the impact of the aforementioned trends on ICL's operations, see also details in the description of the operating segment in this chapter, which are incorporated herein by way of reference to ICL's Periodic Report.

- 6.2 Likewise, the Group's operations are affected by the political, economic and security situation in Israel. The year 2025 continued to be characterized by significant instability against the background of events at the domestic level and at the geopolitical security level. The security situation, the economic situation in Israel, as well as the political situation in Israel and in the Middle East may affect the Group's business relationships with international parties. Furthermore, ICL has facilities located, *inter alia*, in Israel. Deterioration in the political and geopolitical situation may harm business with international parties and/or ICL's facilities in Israel. In addition, the Group is affected by the political situation and the security situation in the world and particularly in countries where subsidiaries operate. For further details see Section 17.1.2 below in this Report.

On October 7, 2023, the "Iron Swords" war broke out, during the Reporting Period, the war was conducted on several fronts simultaneously, including in the Gaza Strip, on the northern border of Israel and on additional fronts, in Iran as part of Operation "Lion's Roar" which began in June 2025 and included an extensive surprise attack against sites and infrastructure in Iran for the production of components for nuclear weapons and offensive weapons, and, concurrently, missile rocket fire at Israel, and on additional fronts. Subsequent to the date of the report, on February 28, 2026, there was a significant escalation in the regional geopolitical situation upon the outbreak of an additional serious military confrontation between Israel and the United States versus Iran (the "Epic Fury" Operation), which according to the reporting also includes attacks by Iran on additional Middle-Eastern countries (the "Lion's Roar" Operation). As a consequence of the "Lion's Roar" military

operation, among other things, Israeli airspace was closed and a general emergency situation was announced for the Israeli home front in such a manner that significantly limits the activities (traffic/movement) in public areas – this being together with a large mobilization of military reserves. These events led, from time to time, to implications and restrictions on the Israeli economy that included, *inter alia*, reduction of business activities, the extensive recruitment of reserve forces, restrictions on gatherings in workplaces and public places, restrictions on conducting studies in the educational system, and more.

Furthermore, as of the publication date of the Report, these events have extraneous effects including, *inter alia*, disruptions in shipping routes to Israel due to attacks on cargo ships and significant reduction of airline companies' operations. The aforementioned events involve significant uncertainty and they may adversely affect the robustness of the economy in Israel, the financial condition of the State of Israel including possible adverse changes in Israel's credit rating,⁵ and of Israeli financial institutions; adversely affect investments in the Israeli economy and cause the withdrawal of funds and investments from Israel; increase the costs of financing sources in Israel; could lead to a depreciation of the shekel exchange rates relative to various currencies (particularly the dollar); harm the activities of the business sector; and cause instability in the Israeli capital markets. If the aforementioned assessments materialize, in whole or in part, or in the event of an escalation of the security situation, this may harm the operations of the Group's companies in Israel, and it may also adversely affect the Company's results, availability and the cost of the capital and financing sources that are required for the Group. As of the publication date of this Report, there is still uncertainty regarding the development of these events, their scope and duration. Furthermore, there is uncertainty regarding the implications of these events on macroeconomic and financial factors in Israel. At the same time, as at the approval date of the report, taking into account the close succession of the "Lion's Roar" Operation following the preceding events, there is no complete certainty regarding the full impacts and consequences of the said Operation on the Group's activities, if any, and at this point the Group is not able to assess them. For further details see Note 1b to the financial statements.

- 6.3 The Company is dependent on trends in the global commodities markets which may affect the prices of tradable securities held by the Company and which may also affect the Company's ability to generate profits from the disposal of its tradable holdings. In addition, such trends may affect the performance of private or public offerings by the Company and/or the Group's companies and the ability to find financing sources. A decline in the value of the shares of subsidiaries serving as collateral under financing agreements to which the Company is a party may affect the Company's financing costs, its ability to raise and

⁵ In February and September 2024, the international rating agency Moody's announced downgrades of Israel's credit rating, which as of the publication date of the Report stands at a level of Baa1 with a negative outlook, and in April and November 2025, the international rating company S&P announced a downgrade of Israel's credit rating, which as of the publication date of the Report stands at a level of A with a Stable outlook.

refinance debt, its credit rating, and also the Company's obligations under existing financing arrangements of the Company secured by ICL shares (for details see Sections 17.1.4 and 17.3.3 of the Report). For details regarding collateral deposited for the benefit of financing parties as of the date of the Report (in cash and ICL shares), see Note 14.f.1 to the Company's consolidated financial statements as of December 31, 2025.

- 6.4 The Group is sensitive to changes in interest rates, inflation rates and changes in global exchange rates. These sensitivities can affect the business results of the Group's companies and the value of their assets and liabilities. The Group's loans are dollar-denominated, some at fixed interest and some at variable interest. Furthermore, the Group has shekel-denominated and dollar-denominated bonds, as well as shekel denominated expenses and cash flows. Therefore, the Group is exposed, *inter alia* in cash flow terms, to risks due to changes in interest rates and changes in USD/NIS exchange rates. Furthermore, the Company has exposure to changes in Norwegian krone (NOK)/dollar exchange rates arising from its investments in AKVA and NOAP. The Group hedges from time to time against part of this exposure through financial hedging instruments, including financial derivatives (see Section 11 of this Report). Furthermore, the vast majority of ICL's sales are conducted in foreign currency, primarily in dollars and euros. Part of the operating expenses in Israel are in NIS. Therefore, changes in exchange rates have an impact on profitability. As a rule, the strengthening of the shekel against the dollar will cause a negative economic impact on the Group, and *vice versa*.
- 6.5 The results of the Company and/or its Investee Companies are sensitive to fluctuations in the prices of raw materials, inputs, products used for the operations of the Investee Companies (such as: natural gas) and such that are sold by the Investee Companies. In addition, ICL is sensitive to supply and demand for ICL's products, the market prices of ICL's products and raw materials and the services provided by its subsidiaries. These sensitivities can materially affect the business results of the Investee Companies and of the Company, as well as the value of their assets and liabilities.
- 6.6 For details regarding the impact of the "Proper Conduct of Banking Business Directives" of the Supervisor of Banks on the Company and on some of the companies held by it, see Section 17.2.2 of the Report. In addition, the applicability of circulars issued by the Capital Market, Insurance and Savings Authority at the Ministry of Finance to institutional entities that provide credit to the Company concerning the conditions for the provision of credit by institutional entities, as well as increased supervision and the imposition of additional restrictions, may affect the cost and terms of credit available to the Company and its subsidiaries from institutional entities.
- 6.7 ICL and its operations are subject to statutory and regulatory restrictions as well as various restrictions by virtue of the provisions of various regulatory bodies, such as provisions under the Economic Competition Law, 5748-1988, price control provisions and more. Furthermore, ICL and its operations are subject to and affected by regulation, provisions

and orders regarding environmental protection. For further details see the description of ICL's business (Section 7 of the Report (incorporated by way of reference)).

- 6.8 The Company and the Group's companies are subject to statutory, regulatory or charter restrictions that pertain, *inter alia*, to the Company's holdings in the Group's relevant companies, to changes in these holdings and to the performance of various activities by those companies. This includes various restrictions that are imposed on the Company (and on holdings in the Company) and on the Group's companies (as applicable) arising from the rights granted to the State of Israel by virtue of its holding of a special share in ICL, and as well as from shareholding permits in ICL and the arrangements established in this context. For further details regarding these restrictions see Section 13 of this Report. The aforementioned restrictions by virtue of the law and various permits issued thereunder, as well as various contractual and charter restrictions, may limit the Company's and/or its subsidiaries' ability to transfer and/or pledge (directly or indirectly) their holdings in ICL; to exploit business opportunities; or to exercise their rights in existing holdings (particularly in light of the need for various permits in connection with holding in the subsidiaries by virtue of the arrangements applicable to these companies).
- 6.9 The Group is affected, *inter alia*, by changes in budgets of government ministries, by government policy on various issues and by regulatory changes, *inter alia*, regarding concessions, permits and licenses or taxation, as well as by requirements of authorities supervising business licensing, planning and building licensing and environmental protection. Government policy and such changes may have a material impact on the Company and on ICL. For details regarding the terms of the concession that are applicable to ICL by virtue of the Dead Sea Concession Law, 5721-1961, see Note 18.b to ICL's financial statements included in ICL's Periodic Report. For details regarding the agreement of ICL with the state of Israel and the concession, see the Company's Immediate Reports dated November 6, 2025 (Reference No.: 2025-02-084327) and January 28, 2026 (Reference No.: 2026-01-010251), respectively. For details regarding the latest draft of the proposed new Concession, see the Company's Immediate Report dated April 12, 2025 (Reference No.: 2025-01-096421).
- 6.10 ICL and Investee Companies may be affected by labor relations. For details regarding the impacts of restrictions arising from labor laws in Israel and worldwide, and the impacts of labor relations and labor disputes on the Group, see Section 17.2.3 of the Report, and Section 3d of ICL's Periodic Report.
- 6.11 ICL and Investee Companies operating abroad may be affected by legislative arrangements applicable in foreign jurisdictions, by licenses and permits granted by foreign regulatory authorities and by regulatory arrangements applicable in those countries.
- 6.12 The Law for Promotion of Competition and Reduction of Economic Concentration, 5774-2013 (the "**Anti-Concentration Law**") may affect the Company, holdings in the Company and the Group's companies. The Law's provisions establish, *inter alia*, procedures for

considering economy-wide concentration and sectoral competition in the allocation of rights; restrictions on the provision of credit to business groups by financial institutions; restrictions on control of companies in a pyramidal structure; and provisions regarding separation between significant non-financial companies and significant financial institutions, as defined in the Law. These provisions apply both at the level of control over such entities - including restrictions on cross-holdings between them - and at the management level, including restrictions on the concurrent service of a director in financial and non-financial companies when the director is a controlling shareholder or is connected to a controlling shareholder in a significant non-financial company. In view of the size of the Company's group and its operations in Israel, including *inter alia* licenses, concessions and companies that were formerly government-owned, the provisions of the Anti-Concentration Law may have an impact, *inter alia*, on the Company's existing activities and/or on the extension of concessions or licenses and/or on the transfer of the Company's holdings in the Group's companies where the State of Israel's consent is required and/or on expansion of activities of the Company and companies held by it in Israel. Furthermore, the Anti-Concentration Law may have an impact, *inter alia*, regarding restrictions on the provision of credit.

It should be noted that in February 2025, the Committee for Reduction of Economic Concentration published, *inter alia*, the updated list of concentrated economic entities in the economy and the updated list of significant non-financial companies. In the update of the list of significant non-financial companies, the Group, which also includes the Company, is not included in the list of significant non-financial companies as this term is defined in the Anti-Concentration Law.⁶ However, even after the aforementioned update, the Company remains included in the list of concentrated economic entities in the economy,⁷ as part of a group that includes the companies under its control, its interested parties and related companies. The Committee's notice stated that the Group, which also includes the Company, is considered a concentrated economic entity because its scope of operations exceeds half of the activity in vital infrastructure sectors (as these terms are defined in the Anti-Concentration Law), namely the phosphates and Dead Sea concession sectors. Furthermore, it should be noted that with respect to the sale of shares in Bazan in September 2022 and the exercise of the options in February 2023 (as stated in Section 14.1 of this Report below), in an opinion published by the Committee for Reduction of Economic Concentration on August 1, 2022 regarding the sale of the Bazan shares, it was determined that the transfer of the Bazan shares being sold by the Company constitutes a significant

⁶ For the list of the significant non-financial companies under the Anti-Concentration Law, see the link: https://www.gov.il/BlobFolder/unit/centralization_decrease_committee/he/Vaadot_ahchud_CentralizationDecreaseCommittee_Taagidim_List-new.pdf
For the list of the concentrated economic entities: https://www.gov.il/BlobFolder/unit/centralization_decrease_committee/he/Vaadot_ahchud_CentralizationDecreaseCommittee_GormimRikuzim_List-new.pdf

reduction of the economy-wide concentration of the “Idan Ofer Group” (which also includes the Company’s group) and of concentration in the economy in general.⁷

It should be clarified that the provisions of the Anti-Concentration Law may also affect the Group’s companies and the companies held by them. The effects of the Anti-Concentration Law on the Company’s group depend, *inter alia*, on the policies that the authorities will formulate with respect to the matters set forth therein, the manner of their implementation, as well as on subordinate legislation and related regulatory arrangements.

For details of the outline regarding the granting of electricity production licenses to the “Idan Ofer Group,” see Section 6.13 of the Company’s Periodic Report for 2021.

For further details regarding the general environment and external factors affecting the Group’s operating segment, see details in the description of the operating segment in this chapter below. For details regarding risk factors affecting the Company, the Holding Subsidiaries and subsidiaries of the Company, see Section 17 of this Report.

⁷ For the Economic Concentration Committee’s opinion dated August 1, 2022, see the link: https://www.gov.il/BlobFolder/unit/centralization_decrease_committee/he/Vaadot_ahchud_CentralizationDecreaseCommittee_Opinion-2022-refineries-stocks.pdf

7. ICL Group Ltd. ("ICL")

On 2 August 2020, the Company submitted a preliminary inquiry to the Securities Authority, within which the Authority's approval was requested for the Company's position whereby the Company is permitted to include in its periodic reports (annual and interim) the reports of ICL in the format, structure and form as prepared by it for purposes of the foreign law applicable to it by virtue of the provisions of Chapter H'3 of the Securities Law, and this, taking into consideration, inter alia, the provisions of the Securities Regulations (Periodic and Immediate Reports), 1970, with respect to a consolidated held corporation that is a corporation to which the provisions of Chapter H'3 of the Securities Law apply, and in the staff position of the Authority within Q&A No. 105.24 regarding the inclusion of a description of the field of activity of a held company that is a reporting corporation. On 28 October, 2020, the Authority's reply to the preliminary inquiry was received whereby (in summary) based on the facts described in the inquiry, the Authority's staff will not intervene in the Company's position whereby under the circumstances of the matter the Company will be permitted to include in its periodic reports the reports of ICL also in the format, structure and form in which the periodic reports of ICL are prepared in accordance with the foreign law applicable to it.

For the Company's preliminary inquiry see and for the reply of the Securities Authority see: <https://www.new.isa.gov.il/nav-index/supervised-corporations/Preliminary-Inquiries-Magna-Report>

Accordingly, brought in this report is the annual report (F-20) of ICL for the year 2025 as prepared by ICL for purposes of the law applicable to it by virtue of the provisions of Chapter H'3 of the Securities Law by way of reference to the Company's immediate report dated 11.3.2026 (references: 2026-02-021894 and 2026-02-021458), of the annual report (20F) of ICL for the year 2025 as stated.

8. **Additional Investments that Do Not Constitute an Operating Segment**

In addition to the operating segment detailed in Section 7 above, the Company has other activities which, in the Company's view, do not constitute, each one separately, an operating segment and/or an accounting segment and are not material to the Company, including holdings in companies as detailed in this Section 8. It is noted that the investment transactions below were executed in accordance with the Company's business strategy (see Section 16 of this Report).

8.1 **AKVA Group ASA ("AKVA")**

8.1.1 On October 21, 2021, the Company acquired 18% of AKVA's share capital (on a fully diluted basis),¹² a public company whose shares are traded on the Oslo Stock Exchange in Norway, for an aggregate consideration amount of approximately 637 million Norwegian kroner ("NOK") (equivalent to approximately USD 74 million at the time of the acquisition), such that (a) approximately NOK 322 million (equivalent to approximately USD 38 million at the time of the acquisition) was invested in AKVA in consideration for the issuance of new AKVA shares to the Company; (b) approximately NOK 315 million (equivalent to approximately USD 36 million at the time of the acquisition) was paid by the Company for the purchase of AKVA shares from existing shareholders in the framework of a tender offer (the "AKVA Transaction").

8.1.2 The market value of the Company's holdings in AKVA shortly prior to the publication date of this Report is approximately NOK 706 million (equivalent to approximately USD 73 million).

8.1.3 To the best of the Company's knowledge, as of December 31, 2025, AKVA holds companies in 12 countries and employs approximately 1,409 employees. Furthermore, according to the data provided herein, AKVA's total revenues in 2025 amounted to approximately USD 424 million.

8.1.4 AKVA's operations, as of the date of filing this Report, focus on providing technological solutions and services in the field of aquaculture, primarily in connection with sea-based salmon farming ("Sea Based Technology"), as well as solutions in land-based aquaculture technology ("Land Based Technology") and digital solutions for managing sea-based and land-based fish farms.

For further details, see Note 9 in the Company's consolidated financial statements.

8.1.5 Within the framework of the agreement entered into by the Company in the AKVA Transaction, the following principal aspects were agreed upon:

¹² Out of the Company's holdings, options for shares designated for managers and employees in the Company were granted, in accordance with the terms of the Company's compensation policy. For details, see Section 9.5 of this Report.

- (a) The Company is entitled to appoint one director to AKVA’s board of directors as it acquired more than 15% of AKVA’s share capital, and this right shall remain in effect even in the event of a decrease in the holding percentage, for so long as the Company holds at least 12% of AKVA’s share capital (such that the Company’s aforementioned right was also anchored in an amendment to AKVA’s Articles of Association); furthermore, (b) upon completion of the AKVA Transaction, an advisory committee was established consisting of three representatives on behalf of the Company and three representatives on behalf of AKVA, as well as AKVA’s CEO who serves as the chairman of the committee, whose role is to advise the CEO and AKVA’s management team on matters of strategy, technology, and innovation; in addition, the Company was granted certain rights to receive information in connection with AKVA and its operations, subject to the terms and conditions stipulated in such agreement.

8.2 **Nordic Aqua Partners AS (“NOAP”)**

- 8.2.1 Further to the Company’s strategy in connection with the investment in AKVA for developing the land-based salmon farming sector, on March 3, 2023, the Company acquired approximately 9% of NOAP’s share capital (on a fully diluted basis),¹² a Norwegian public company¹³ whose shares are traded on the Oslo Stock Exchange in Norway, for a total consideration amount of approximately NOK 89 million (equivalent to approximately USD 9 million at the time of the acquisition) (the **“NOAP Transaction”**).
- 8.2.2 In December 2023 and October 2024, the Company participated in additional financing rounds of NOAP, whereby the scope of the Company’s additional investments amounted to NOK 9 million (equivalent to approximately USD 1 million) and approximately NOK 36 million (equivalent to approximately USD 3.3 million), respectively, such that the Company maintained its stake in NOAP’s capital.
- 8.2.3 The market value of the Company’s holdings in NOAP shortly prior to the publication date of this Report is approximately NOK 157 million (equivalent to approximately USD 16 million).
- 8.2.4 NOAP’s primary objective is to operate as a land-based recirculating aquaculture system (RAS)¹⁴ for salmon farming in China, through a wholly-owned local subsidiary, with AKVA serving as the primary technology equipment supplier for the aforementioned land-based farming facility.

¹³ During 2023, NOAP was registered as a Norwegian public company.

¹⁴ Recirculating Aquaculture System.

8.2.5 The NOAP Transaction and the additional investments in NOAP as stated above were made within the framework of the aforementioned financing rounds, the purpose of which is to enable the expansion of the farming facility to a capacity of 8,000 tons, whereas, as of the date of this Report, the facility's current production capacity stands at 4,000 tons. According to the information provided to the Company, the facility is the first of its kind for land-based salmon farming in China on a commercial scale.¹⁵

8.3 **Prodalim Investments Ltd.**

8.3.1 In January 2025, the Company entered into an investment agreement (the “**Investment Agreement**”) as well as share purchase agreements with existing shareholders in Prodalin, and on March 5, 2025, the conditions precedent were satisfied and the agreements were completed. Prodalin is a private company incorporated in Israel that is engaged in creating natural solutions for various industries. Among its products are concentrates, flavoring and fragrance materials, beverage bases, and other natural functional ingredients. Additionally, Prodalin is developing and commercializing innovative technology focused on the developing world for reducing or removing alcohol from alcoholic beverages.

8.3.2 Upon completion of the transaction, the Company held approximately 27.5% of the issued and outstanding share capital of Prodalin (on a fully diluted basis) in consideration for a total investment amount of approximately USD 116 million.

8.3.3 During February 2026, Prodalin published a prospectus for an initial public offering, pursuant to which it listed its shares for trading on the Tel Aviv Stock Exchange Ltd. (the “**Prodalin IPO**”). Following the Prodalin IPO the Company's holdings in Prodalin were diluted. Following the Prodalin IPO the Company holds approximately 23.26% of Prodalin share capital on a fully diluted basis.

8.3.4 The market value of the Company's holdings in Prodalin shortly prior to the publication date of this Report is approximately USD 155 million.

¹⁵ It should be noted that as of the publication date of this Report, construction of the first part of the facility (with a capacity of 4,000 tons) has been completed, but construction of the facility's second part with an additional capacity of 4,000 tons has not yet been completed. **The foregoing regarding the expectation for completion of the construction of the farming facility includes forward-looking information, as defined in the Securities Law, which is based on the information provided to the Company as of the publication date of this Report, and regarding which there is no certainty as to its materialization or the manner of its materialization as anticipated, due to factors beyond the Company's control, including delays in construction, technical and technological limitations, changes in equipment and raw material costs and supply chains, and more.**

8.3.5 Description of the Main Transaction Terms

a. The Investment Agreement

Pursuant to the Investment Agreement, the Company invested a total of approximately USD 42 million in Prodalim, in consideration for the allotment of approximately 10.14% of Prodalim's issued share capital (the "**Investment Transaction**"). The Investment Agreement includes representations regarding Prodalim and indemnifications, as is customary in transactions of this type.

Completion of the Investment Transaction was subject to several conditions precedent, as is customary in transactions of this type, which were satisfied prior to the completion date of the transaction, including the completion of the Share Purchase Transaction (as defined below) and receipt of approvals from the competition authorities in the relevant territories.

b. Agreements for the Purchase of Shares from Existing Shareholders

In addition to the Investment Agreement, the Company entered into an agreement with I.W.S. International B.V. (an existing shareholder in Prodalim) for the purchase of all of its shares in Prodalim in consideration for USD 71.9 million. It also entered into agreements with additional sellers (who are not members of the founders' family in Prodalim) for the purchase of their shares in Prodalim in consideration for USD 2 million (the "**Share Purchase Transaction**"). The share purchase agreements include customary representations in connection with the purchased shares. Completion of the Share Purchase Transaction was carried out simultaneously with the completion of the Investment Transaction.

c. Shareholders' Agreement

Upon completion of the Prodalim IPO, a shareholders' agreement entered into effect and replaced a prior shareholders' agreement that had applied before Prodalim became a public company (the "**2026 Agreement**"), pursuant to which the principal rights set forth for the Company are as follows:

(a) Provisions regarding the Company's rights to receive information from Prodalim for purposes of complying with the law as a reporting company;

(b) Non-Competition: The controlling shareholders serving in Prodalim as office holders (in this subsection: the "**Controlling Shareholders of Prodalim**") and the Company undertook, for so long as: (a) each of the Controlling Shareholders of Prodalim holds, together with his Permitted Assignees under the 2026 Agreement or, in the case of the Company, together with its wholly owned subsidiaries, at least 15% of the issued share capital of Prodalim; or (b) all of the following conditions are satisfied cumulatively: (i) he is among the Controlling Shareholders of Prodalim holding, together with his Permitted Assignees under the agreement or, in the case

of the Company, together with its wholly owned subsidiaries, at least 10% of the issued share capital of Prodalim; and (ii) in the case of each of the Controlling Shareholders of Prodalim - he or his Permitted Assignees under the 2026 Agreement serves as a director of the Company, or in the case of the Company - the Company or one of its wholly owned subsidiaries is entitled to appoint a director to the Company in accordance with the voting agreement described below (the period with respect to each of the Controlling Shareholders of Prodalim or the Company, as applicable, during which condition (a) or (b) is satisfied being the “**Significant Holding Period**”), and for an additional two (2) years thereafter (or an additional four (4) years with respect to the Controlling Shareholders of Prodalim, if the applicable Significant Holding Period expires at any time until January 21, 2029) (the “**Non-Competition Period**”), directly or indirectly (provided that the foregoing and the provisions below in this subsection shall not apply to any company that is not, directly or indirectly, wholly owned by the Company), not to solicit senior employees, directors, executive officers and senior consultants of Prodalim and its consolidated companies (in this subsection: the “**Prodalim Group**”) to leave their employment with the Group, to terminate their engagement with the Group, and not to solicit suppliers, customers or partners of the Prodalim Group to terminate or reduce the scope of their business relationships with the Prodalim Group.

In addition, during the Non-Competition Period, the Controlling Shareholders of Prodalim and the Company will be prevented from engaging in or being involved in, or being economically interested in, a competing business (as defined below), provided that the restriction on engaging in a competing business shall not apply to an Excluded Investment of the Company (as defined below).

“**Competing Business**” - a business in one or more of the Specified Activities (as defined below), to the extent actually competing with the business of the Prodalim Group in a Specified Activity that is material to the business of the Prodalim Group (taken as a whole).

“**Excluded Investment of the Company**” - a business that is a Competing Business and in respect of which one of the following applies: (a) the Company or its Affiliate was, as of January 21, 2025 (the “**Cut Off Date**”), already economically interested therein; or (b) a business that is not wholly owned by the Company, directly or indirectly through other wholly owned companies (except if the Company acquired the economic interest in such business following the Cut Off Date in breach of subsection (c) below); or (c) with respect to investments following the Cut Off Date - a business which, at the time the Company, or any of its wholly owned subsidiaries, becomes economically interested therein, is not primarily engaged in a Competing Business (and for such purposes a business shall be deemed to be “primarily engaged in a Competing Business” where one of the following applies: (i) more than 50% of its and its Affiliates’ revenue is derived from one or more Competing

Businesses; (ii) more than 50% of its and its Affiliates' R&D expenditure is related to one or more Competing Businesses; or (iii) more than 50% of the book or market value of its and its Affiliates' assets is attributable to assets held for or used in the pursuit of one or more Competing Businesses).

“Specified Activities” - (a) the sourcing, developing, blending, selling, or supplying fruit juices, bases, purees, blends, concentrates, nectars, oils, compounds; or (b) with respect to the period following the 2026 Agreement becoming effective - natural colors, citrus fibers, natural fruit aromas (FTNF), natural extracts, flavors, antioxidants, natural preservatives, and related by-products, in each case for the food and beverages industry, or in the development or commercialization of aroma recovery and/or de-alcoholization and/or alcohol reduction processes for the food and beverage industries.

It is clarified that the Company is not restricted from engaging in a business that is a permitted competing business (as defined below), provided, however, that no person appointed as the Company's representative on Prodalim's board of directors shall, for so long as he serves as a director of Prodalim on behalf of the Company and for a period of three (3) months thereafter, serve as a director, observer, or officer in any permitted competing business or an Excluded Investment of the Company. In addition, customary restrictions on share transfers were included.

“Permitted Competing Business” – a business, to the extent actually competing with the business of the Prodalim Group in a segment that did not exist as of the Cut-Off Date but became or becomes, following the Cut Off Date and during the Significant Holding Period applicable to the Company, material to the business of the Prodalim Group (taken as a whole), and which segment is not one of the Specified Activities.

The non-competition restrictions above shall not prevent any of the Controlling Shareholders of Prodalim and Israel Corporation Ltd. from holding or being an interested party in connection with up to five percent (5%) of the outstanding issued and paid up share capital of a company listed on any regulated market or recognized stock exchange, solely as a passive financial investor.

(c) Customary registration rights of the parties (Rights Registration): To the extent Prodalim lists its shares for trading on stock exchanges outside Israel, the parties will be entitled to customary registration rights to the extent relevant, and will also be subject to customary lock-up provisions between the Company and the aforementioned other parties in connection with the listing of Prodalim's shares for trading in the United States.

d. Voting Agreement

A voting agreement was entered into between the Company and The Remaining Shareholders in Prodalim, and became effective upon completion of the Prodalim IPO (the “**Voting Agreement**”). Pursuant to the Voting Agreement, for so long as the Company holds more than 5% of the issued share capital of Prodalim, The Remaining Shareholders in Prodalim undertook to vote, at any general meeting of Prodalim on the agenda of which is the appointment or removal of directors (as applicable), all of their shares in Prodalim (as such shares may exist from time to time) in favor of the appointment or removal (at the request of the Company) of one director nominated by the Company, such that one representative on its behalf shall serve on Prodalim’s board of directors. It was further determined that Prodalim shall not bear any remuneration or compensation for such director, except for insurance, exculpation and indemnification arrangements customary with respect to office holders.

It was further determined that if the Company wishes to transfer Prodalim shares to a party that is not a permitted transferee, and as part of the same transaction an assignment of the Company’s right to nominate a director under the agreement is also required or contemplated, the Company will be required to first grant The Remaining Shareholders in Prodalim a right of first offer to purchase the offered shares.

The Voting Agreement will terminate if (a) The Remaining Shareholders in Prodalim (and their permitted transferees) hold in the aggregate less than 25% of the issued share capital of Prodalim; however, the Voting Agreement will remain in effect with respect to any of The Remaining Shareholders in Prodalim for so long as they hold 5% or more of its issued and paid-up share capital, or (b) if the Company holds less than 5% of the issued share capital of Prodalim.

8.3.6 **Additional Details Regarding Prodalim and its Operations**

Prodalim is a company incorporated in Israel in 2001, and during February 2026 it became a public company whose shares are traded on the Tel Aviv Stock Exchange. Prodalim operates, through subsidiaries in Europe, the United States, Central America, and South America, in the development, production, marketing, and sale of natural and unique solutions for the food, beverage, and flavor & fragrance industries. The group specializes in processing plant-based raw materials and extracting a variety of natural components from these materials, including concentrated juices, essential oils, flavor and aroma extracts, fibers, natural colorants, and more.

Considering the extensive experience accumulated by Prodalim over the years in its fields of activity, including its deep and comprehensive familiarity with the market and its key players, as well as its broad range of products and its development and innovation capabilities, Prodalim is able to offer its customers diverse product

packages optimally tailored to their needs. In addition, Prodalim has advantages that enable it to maximize processes across the value chain and supply chain relevant to its activities, thanks in part to its experience and relationships with most industry players and its rapid access through its wide geographic distribution of sites -to diverse sources of goods and raw materials worldwide.

In addition to the above, Prodalim is currently engaged in developing and expanding its activities in the area of alcohol reduction and removal, based on its expertise in aroma, offering innovative solutions to preserve taste, aroma, and beverage quality during the dealcoholization process.

Prodalim strives to achieve consistent and sustainable organic growth across all its markets, with a particular focus on accelerating expansion in the areas of special ingredient solutions and de-alcoholization technologies. In addition, based on its updated strategy, Prodalim is working to accelerate its growth, global expansion, and entry into new markets through the implementation of a proactive mergers and acquisitions strategy, targeting companies operating in its core sectors as well as adjacent and/or synergistic fields.

Prodalim has approximately four hundred and fifty-six (456) employees in Israel and around the world.

The investment in Prodalim represents the continuation of the implementation of the Company's business strategy to expand its investment portfolio, with the aim of enabling diversification in the risk profile and maximizing shareholder value.

The above information regarding Prodalim's growth plan, including with regards to future investments, includes forward-looking information, as defined in the Securities Law. This information may not materialize or may materialize differently than anticipated, as a result of factors beyond the Company's control, including the materialization of any of the risk factors described in Section 17 of the Report.

For further details, see the Company's Immediate Reports dated January 21, 2025, and March 5, 2025 and February 25, 2026 (Reference Nos.: 2025-01-005987, 2025-01-014882 and 2026-01-017646).

Chapter Four - Description of the Company's Business - Miscellaneous

9. Human Capital

9.1 **General** - The Company's headquarters provides management and consulting services through 13 permanent employees as of the date of this Report, according to the following breakdown: four management employees (who are officers), four finance department employees, one employee in the business development and investor relations department, one information security employee, and three permanent secretarial and service employees.¹⁷ It should be noted that during the reporting year there were no material changes in the workforce compared to 2024.

9.2 **Employment of Company Employees** - The Company's employees are employed directly by the Company through individual contracts, which set out their terms of employment according to their position, education, experience, and skills. The employment agreements include provisions regarding employee salary, social benefits (such as officers' insurance, pension fund, provident fund, continuing education fund and severance pay, entitlement to vacation, recuperation and sick days), advance notice period, holiday gifts, and similar benefits.

In addition, the Company customarily grants equity compensation from time to time to employees (in addition to the officers as set forth below) of the Company and its subsidiaries, as set forth below.

9.3 **Compensation Plans for Officers** - On July 17, 2025, the General Meeting of the Company's shareholders approved an updated compensation policy for the Company (the "**Compensation Policy**"). For details, see the Company's reports dated June 11, 2025, July 10, 2025, and July 17, 2025 (Reference Nos.: 2025-01-041979, 2025-01-051190, and 2025-01-053152, as applicable).

9.4 **Stock Option Plan for Employees and Officers** - On March 9, 2020, the Company's Audit Committee and Board of Directors approved the adoption of a stock option plan for employees and officers (the "**Option Plan**") under the capital track (with a trustee) under Section 102 of the Income Tax Ordinance (the "**Ordinance**"), in accordance with the Compensation Policy. The Option Plan includes, *inter alia*, provisions regarding vesting periods and the expiration date of the options, the exercise price of the options, the exercise procedure, customary adjustment provisions to protect the grantee, and provisions for the termination of employment.

It is clarified that the above is presented in summary form and that the Option Plan and the allocation agreements between the Company and each grantee include additional arrangements between the Company and the grantees, including provisions regarding the exercise procedure, transferability restrictions, arrangements under the provisions of

¹⁷ The Company has an internal auditor who is not a Company employee.

Section 102 of the Ordinance, tax-related provisions, grantee undertakings, and similar matters.

In accordance with the provisions of the Compensation Policy and in accordance with and subject to the Option Plan, in December 2020, the Company made (following approval of the Audit and Compensation Committee and the Company's Board of Directors) an allocation of 10,167 options (non-transferable) exercisable into 10,167 ordinary shares of NIS 1 par value each of the Company, to five of the Company's employees, including officers. In addition, in January 2024, the Company made an additional allocation of 10,811 options (non-transferable) exercisable for 10,811 ordinary shares of NIS 1 par value each of the Company, to eight of the Company's employees, including officers. For details, see the private placement report dated January 25, 2024 (Reference No.: 2024-01-010506) and immediate report dated February 5, 2024 (Reference No.: 2024-01-011113). For further details, see Note 19 to the financial statements.

9.5 Capital Compensation at Acquired Companies - For details regarding the principles of equity compensation of acquired companies, see Section 9.6 of the Compensation Policy.

In December 2021, the Company allocated a total of 623,877 options for ordinary shares of AKVA, which is held by the Company, to five of its employees, including officers. The allocation of the options follows completion of the transaction to acquire holdings in AKVA (see Section 8.1 of this Report above).¹⁸

In March 2023, the Company allocated a total of 175,180 options for ordinary shares of NOAP, which is held by the Company, to five of its employees, including officers. The allocation of the options follows the completion of the investment transaction in NOAP (see Section 8.2 of this Report above).¹⁸ In March 2026, these options were fully exercised by employees and officers (as indicated above) at a share price of 78.6 NOK per one share of NOAP.

In March 2025, the Company allocated a total of 24,297 options for ordinary shares of Prodalim, which is held by the Company, to six of its employees, including officers. The allocation of the options follows the completion of the investment transaction in Prodalim (see the Company's immediate report dated January 21, 2025 (Reference No.: 2025-01-005987) and Section 8.3 of this Report above).¹⁸ For further details regarding the allocation, see immediate report dated March 5, 2025 (Reference No.: 2025-01-014883).

¹⁸ The options are options for designated shares (as defined in the Company's Compensation Policy). The number of options allocated as stated is in accordance with the decisions of the Audit and Compensation Committee and the Company's Board of Directors regarding the number of options for designated shares deriving from the value of the allocation to which the Company's CEO is entitled in respect of the investment transaction in the acquired company (including regarding the threshold condition for granting capital compensation whereby the CEO is required to purchase options in acquired companies out of the amount of his annual bonus), and regarding allocation of options for designated shares to officers of the Company as stated in the Compensation Policy.

For further details regarding the grant of equity-based compensation to officers, see Section 21 of Chapter D (Additional Details on the Company). It should be noted that the Company's Compensation Policy and the allocation agreements relating to the above grants include additional principles and arrangements between the Company and the grantees, including regarding the exercise procedure and conditions, tax-related provisions, grantee undertakings, and similar matters.

9.6 **Employment of Senior Officers and Senior Management Employees** - The employment agreements of the Company's senior officers include, *inter alia*, the following arrangements: arrangements regarding bonuses, subject to approvals required by law; arrangements regarding participation in a stock option plan of the Company, if determined and in accordance with such rate as determined therein; arrangements regarding payments to a continuing education fund, officers' insurance and pension funds; arrangements regarding advance notice period, adjustment period and increased severance pay. For details regarding the compensation principles for officers of the Company (including the CEO), see the Compensation Policy. For details regarding the employment of senior executives of the Company as of the date of the Report (including the CEO), see details in Section 21 in Chapter D (Additional Details on the Company).

9.7 On September 18, 2025, the Company's general meeting approved the reappointment of the incumbent directors of the Company (excluding the external directors) for an additional term of office, as well as Ms. Nira Dror (as an external director for a first term). The directors will continue to be entitled to the service and employment terms that are customary for the Company's directors. For details, see the Company's immediate reports dated August 13, 2025 (Reference No.:2025-01-060353) and September 18, 2025 (Reference No.: 2025-01-070647).

10. **Working Capital**

For details regarding working capital, see the description regarding the financial position in the Company's Board of Directors' report for 2025.

11. **Financing**

11.1 **General**

11.1.1 The Company's main financing sources are based on tradable bonds in Israel, the international banking system, and the local banking system. As a rule, the Company takes out long-term credit mainly for the purpose of refinancing existing credit. From time to time, the Company may also utilize credit for the purpose of implementing the business strategy it has adopted, in accordance with the strategic plan approved by the Company's Board of Directors in March, 2019. In addition, the Company enters into agreements from time to time to obtain credit facilities (for details, see Section 11.4 below). As of the date of this Report, the Company's credit from banking sources is secured by

a pledge on part of its holdings in ICL. For further details, see Section 11.5 below and Note 14 to the Company's financial statements.

As of December 31, 2025, the outstanding credit of the Company and the Holding Subsidiaries that are wholly owned and controlled by the Company amounted to approximately \$685 million (excluding discount and deferred expenses), with an average life of approximately 1.9 years.

As of December 31, 2025, the net fair value of hedging transactions for currency and interest rate swaps, mainly in respect of the Company's shekel-denominated liabilities and FX forward transactions, amounted to approximately \$31 million and economically decreases those liabilities. For further details, see Note 31 to the financial statements.

From December 31, 2025, until 24 March 2026, the outstanding credit of the Company (excluding discount and deferred expenses) and the Holding Subsidiaries wholly owned and controlled by the Company increased by approximately \$10 million, resulting from an increase stemming from exchange rate differences of approximately \$10 million. For details, see Notes 14.B.1 and 14.D.1 to the Company's financial statements

For details regarding partial or full repayment of the Company's bond series during the Reporting Period, see Section 11.3.3 below.

- 11.1.2 The Company's functional currency is the dollar. Accordingly, most of the loans taken out by the Company are denominated in dollars, or constitute bonds linked to the dollar, or shekel-denominated bonds, a significant portion of which have been swapped into dollar liabilities.
- 11.1.3 For details regarding the outstanding credit secured by pledges, see Notes 14.B.1 and 14.F.1 to the Company's financial statements.
- 11.1.4 The total financial assets of the Company and the Holding Subsidiaries as of December 31, 2025, and March 24, 2026, amounted to approximately \$721 million and approximately \$725 million (respectively). For further details, see Note 14.F.1 to the Company's financial statements.
- 11.1.5 During the Reporting Period, the Company held its liquid financial asset balance in bank deposits and Money Market Funds (MMF). The deposits are made for periods of up to one year, taking into account the payment date of the Company's financial obligations. During the Reporting Period, the Company had financial income slightly higher than its financial expenses.

11.2 Bank Borrowings

11.2.1 As of December 31, 2025, the outstanding credit from banking sources at the Company and the Holding Subsidiaries that are wholly owned and controlled by the Company amounted to \$150 million, (consisting of three loans of \$50 million each), bears variable dollar interest based on short-term three-month or six-month Term SOFR plus a fixed margin, as determined in the credit agreements. The total interest rate for bank borrowings with variable dollar interest ranged, during the 12 months preceding December 31, 2025, from 7.2% to 7.5%. The average three-month and six-month Term SOFR applied to the variable interest borrowings as of December 31, 2025, were approximately 3.8% and 4.0% respectively, the average margin was approximately 3.4%, and the effective interest rate was approximately 7.2% and 7.4% respectively. For details regarding the Company's policy for hedging against the impact of changes in the variable dollar interest rate on loans, see Section 11.3.9 below. In January 2025, the Company extended bank borrowings of \$50 million bearing variable interest and a credit facility of \$50 million, for a period of one year from the signing date, with the bank having the option to further extend the period of the agreement for additional two years. The loan bears variable interest at the six-month Term SOFR rate. Subsequent to the reporting date, in January 2026, the loan agreement and the credit facility were extended for an additional two-years period. In November 2025, the Company extended bank borrowings of \$50 million, bearing variable interest, for a period of three years from the signing date. For further details, see Note 14.B.1 and 14.E.1 to the annual financial statements.

11.3 Non-Bank Borrowings

11.3.1 As of December 31, 2025, the outstanding credit from non-banking sources (long-term, including current maturities) amounted to approximately \$535 million (before discount and deferred expenses), consisting of shekel-denominated bonds and bond linked to the dollar. For the purpose of swapping shekel liabilities, approximately \$477 million was swapped in SWAP transactions into dollar liabilities of approximately \$440 million bearing fixed interest at an average rate of approximately 3.7%. The remaining shekel-denominated bond liabilities not swapped as stated amounted to approximately \$42 million and bear average effective annual interest rate of approximately 2.6%. For further details, see Note 14.D.1 to the Company's financial statements.

11.3.2 For details regarding the bonds issued by the Company and their terms, see Notes 14.b.1 to the Company's financial statements and the Company's Board of Directors' Report on the Debentures section for 2025.

- 11.3.3 For details regarding (partial) repayment of Series 14 bonds, see the Company's report dated June 30, 2025 (Reference No.: 2025-01-046800)
- 11.3.4 For details regarding (partial) repayment of Series 15 bonds, see the Company's report dated July 31, 2025 (Reference No.: 2025-01-057001).
- 11.3.5 For details regarding (partial) repayment of Series 12 and 13 bonds, see the Company's report dated September 30, 2025 (Reference No.: 2025-01-073055).
- 11.3.6 For details regarding trustee reports on the Series 12, 13, 14, 15 bonds, see the Company's report dated June 11 2025 (Reference No.:2025-01-041758).
- 11.3.7 For details regarding a shelf prospectus dated June 11, 2025, published by the Company, see the Company's report dated June 11, 2025, (Reference No.: 2025-01-041714).
- 11.3.8 For details regarding S&P Global Ratings Maalot Ltd.'s notice (hereinafter: "**S&P Maalot**") dated July 20, 2025, regarding affirmation of the "ilA+/Stable" rating, with a stable outlook, see the Company's reports dated July 20, 2025 (Reference No.: 2025-15-053593 and 2025-01-053614).
- 11.3.9 As of the date of the Report, the Company has exposure to changes in the variable dollar interest rate on loans, exposure to changes in shekel/dollar exchange rate arising from the bonds, and exposure to the Norwegian krone (NOK)/dollar exchange rate arising from investments in AKVA and NOAP. The Company partially hedges some of these exposures in amounts determined from time to time.
- In this context, exposure regarding the bonds as stated in Section 11.3.1 above, in an amount of approximately \$519 million, deriving from the shekel/dollar exchange rate, were swapped for a dollar liability of approximately \$440 million. For further details, see Note 31 to the financial statements.
- Further to that described above, on December 31, 2025, the economic net exposure to the shekel currency was less than \$1 million, the exposure to the Norwegian krone currency was approximately \$16 million, and the exposure to the variable interest rate was approximately \$150 million.
- 11.3.10 The Company has no material exposure to CPI risk. For details, see Note 3 to the Company's separate financial information as of December 31, 2025.

11.4 Credit Facilities

As of December 31, 2025, the Company has credit facilities from financial entities of up to \$310 million, which are unutilized. During the Reporting Period, the Company extended existing credit facilities of \$150 million for a period of one year from the signing date.

Subsequent to the reporting period date, in January and March 2026, the Company extended existing credit facilities in total amount of \$160 million for a period of between one and three years from the signing date. As of the date of this Report and up to the filing thereof, the aforementioned credit facilities have not been utilized.

For further details, see Note 14.E.1 to the Company's financial statements.

11.5 Restrictions Applicable to the Company in Obtaining Credit¹⁹

The Company and the Holding Subsidiaries that are wholly owned and controlled by the Company have created pledges and undertaken the following main financial restrictions:

11.5.1 Pledges

For details, see Notes 14.B.1 and 14.F.1 to the Company's financial statements.

11.5.2 Financial Restrictions

Certain loan and credit facility agreements include minimum ratios and/or a minimum price between the balance of the loans and the value of the collateral provided by the Company and its Holding Subsidiaries as collateral for those loans (derived from their market price on the stock exchange) (LTV), as well as additional provisions applicable of suspension of trading in ICL shares or a reduction in their trading volume. If the established ratios or conditions, as applicable, are triggered, the Company is required to provide the lenders with additional collateral (cash or shares) or to reduce the debt balance. In addition, one of the loan agreements includes the percentage of ICL shares that may be pledged as collateral for all the credit obtained by the Company and the Holding Subsidiaries out of the total issued share capital of ICL, at rates of 23.5% from international banks and 26.5% from international and Israeli banks.

In addition, in some of the loan agreements and credit facilities (as amended from time to time), and subject to the terms thereof, it was determined that in the event the current controlling shareholders of the Company cease to control it, and also in the event the Company ceases to hold the controlling interest in ICL, or in the event that ICL's share price falls below \$1.97 without obtaining the lenders' consent in any of the relevant agreements,²⁰ as applicable, this constitutes grounds for immediate repayment of the credit. Regarding the terms of the credit agreements and the restrictions applicable to the Company and the Holding Subsidiaries that are wholly owned and controlled by the Company, see Notes 14.B.1 and 14.F.1 to the Company's financial statements.

¹⁹ For details regarding restrictions applicable to ICL in obtaining credit, see Note 14.B.2 to the Company's financial statements.

²⁰ Such a condition regarding ICL's share price is included in agreements in a total of \$200 million.

In addition, the financing agreements with the banks and the bonds issued by the Company include standard clauses, such as default in loan repayment, non-payment of debts to creditors on their due date in excess of a certain cumulative amount, appointment of liquidator or receiver for the Company, insolvency of the Company or ICL, cross-default under certain conditions, material adverse change in certain conditions, and imposition of lien on a material part of the Company's assets. Should any such clause occur, subject to the terms of each agreement, the creditor may demand immediate repayment of the relevant loan.

In addition, under the Series 12 and 13 bonds issued by the Company pursuant to the Company's shelf prospectus of May 2016 (Reference No.: 2016-01-059611), and under the Series 14 and 15 bonds issued by the Company pursuant to the Company's shelf prospectus of May 2019 (Reference No.: 2019-01-048964), financial benchmarks were established, including maintaining the Company's minimum equity ratio, maintaining an equity-to-total-assets ratio of the Company according to its solo financial statements less solo liquid assets (cash and short-term deposits) plus net financial liabilities of the Holding Subsidiaries, a restriction regarding investment in new companies²¹ applicable to Series 12 and 13, certain restrictions on creating liens on ICL shares, restrictions on distribution under certain conditions, conditions regarding the transfer of the controlling interest in the Company and adjustment of the interest rate in the event of a downgrade in the rating all as set forth in the trust deeds regarding the aforementioned bonds. For details, see Note 14 to the Company's financial statements.

On November 11, 2019, the bondholders' meetings of the Company's Series 12, and 13 bonds approved amendments to the trust deed terms of the aforementioned series, in a manner that includes a provision regarding amendment of the restriction on investments in new companies, so that it will apply to investments in a cumulative amount exceeding \$500,000,000 on a net basis and, accordingly, a provision regarding the addition of 0.25% to the annual interest rate borne by the outstanding principal balance of each of the aforementioned bond series.

The Company is in compliance with the restrictions applicable to it as of the date of the financial report and the date of filing this Report. For details regarding the Company's bonds, see Note 14.B.1 to the financial statements.

- 11.6 Regarding the Company's loan agreements and the restrictions applicable to the Company in obtaining credit, see also Notes 14.B.1 and 14.F.1 to the financial statements. As of the date of publication of this Report, the Company has no material guarantees.

²¹ For details regarding the Board of Directors' decision on updating the Company's business strategy to also include making new investments, see Section 16 below.

11.7 The Company raises and refinances debt and renews credit facilities from time to time, and it may consider this option during 2026 as well, subject to the Company's decision and discretion.²²

11.8 For further details regarding financing aspects of the Company, see the "Financing and Liquidity" section in the Company's Board of Directors' report for 2025.

12. **Taxation**

For information regarding taxation applicable to the Company, including the tax laws applicable to the Company, tax assessments, and tax assessments at ICL, see Note 27 to the financial statements.

The Israel Corporation Ltd. Law, 5729-1969, which came into effect in June 1969, which granted the Company and its shareholders various tax benefits, applies to the Company. The Law was amended, *inter alia*, in Amendment 132 to the Income Tax Ordinance, effective as of January 1, 2003, and as of the date of this Report, a material portion of the tax benefits granted under the law are no longer in effect or have been canceled. It should be noted that, as of the date of the Report, the Law has no material impact on the Company.

It is clarified that the foregoing does not address any implications that may exist for shareholders of the Company in connection with the aforementioned Law.

13. **Restrictions and Supervision of the Company's Activities**

13.1 Regarding restrictions in connection with the Bank of Israel's "Proper Banking Management Directives" regarding a "single borrower," "the six largest borrowers," and the largest "borrower groups" in the banking company, see Section 17.2.2 of this Report. To the best of the Company's knowledge, from time to time, the aforementioned restrictions limit the outstanding credit in Israel and also affect the financing terms of the Group's companies.

13.2 Restrictions Arising from the State's Special Share in ICL - The State of Israel holds a special state share in ICL, which is non-transferable and intended to safeguard the essential interests of the State. For details regarding the main rights granted to the State under the special share, see Note 8C to the consolidated financial statements, incorporated herein by reference.

By virtue of the State's authority arising from its holding of the special state share in ICL and the rights attached to that share under ICL's Articles of Association, in April 1999, the State granted its consent to the acquisition of the controlling interest in the Company by the

²² The above includes forward-looking information, as defined in the Securities Law, regarding which there is no certainty. In practice, there is no certainty that the Company will succeed in raising the required amounts of credit, and there is no certainty regarding the terms of raising credit. This depends, *inter alia*, on market conditions and financing entities, and in the absence of credit sources, the Company may, for example, raise capital.

“Offer Group” (as defined at the time of the acquisition). The State’s said consent and the terms thereof were updated in August 2002 and November 2009 (in this section, hereinafter: the “**ICL Permit**”).

13.2.1 Under the ICL Permit, the State confirmed its consent that, *inter alia*, Millennium, Ofer Shipping, and Mashat (hereinafter: the “**Group’s Companies**”), as well as Idan Ofer hereinafter: the “**Group’s Individuals**”), will hold ICL shares through the Company and through wholly owned and controlled subsidiaries of the Company as determined in the ICL Permit (hereinafter in this paragraph: the “**Company’s Group**”), subject to compliance, at all times, with all of the conditions set forth in the ICL Permit, the main essence of which is that: Millennium, the Group’s Individuals and the Group’s Companies shall hold, directly and indirectly, alone and at all times, the “control” of the Company.²³

13.2.2 The granting of any right or the transfer, directly or indirectly, of the Company’s shares or any right attached thereto, or of any means of control in the Company, of any kind, made voluntarily by way of a transaction or in any other manner, or any agreement, whether in writing or orally (except for pledging the Company’s shares in accordance with Section 13.2.3, the exercise and sale of the Company’s shares in accordance with Section 13.2.4, or pursuant to an order or decision of a competent judicial authority), shall require the prior written consent, of the holder of the special state share in ICL, in the event that this would adversely affect the provisions of Section 13.2.1 or lead to the “sharing of control” of the Company.

13.2.3 Millennium shall be entitled to pledge the Company’s shares it owns or any right attached thereto or means of control in the Company, of any kind, for the benefit of an Authorized Company,²⁴ without requiring the prior, written consent of the holder of the special state share to a transaction for the pledge and/or charge of the Company’s shares as stated, subject to the prior, written undertaking of the pledgees in the pledge or charge agreement, to the following cumulative conditions:

- (1) The pledgees shall accept and undertake to act in accordance with the terms of the special state share in ICL, including as detailed in the Permit, and with

²³ “Control” was defined in the ICL control permit as the cumulative fulfillment of the following conditions: (1) the right to appoint, and actual appointment, alone and at the absolute discretion of Millennium, the Group’s Individuals and the Group’s Companies, of all directors of the Company, subject to the provisions of law regarding outside directors (2) the total holdings rate of Millennium, the Group’s Individuals and the Group’s Companies, directly and indirectly in the Company, alone and at all times, shall stand at a rate exceeding 25% in each of the types of means of control in the Company; and (3) there is no entity holding a higher rate of means of control in the Company, of one or more types, than Millennium together with the Group’s Individuals and the Group’s Companies.

²⁴ “Authorized Company” (as defined in the ICL Permit) means one or more of the following: provident fund, Israeli banking company, Israeli insurance company or foreign banking company (as defined in the ICL Permit).

respect to the pledging of the Company's shares or the exercise thereof, the provisions of the ICL Permit shall apply.

- (2) The pledgees shall not transfer the pledge or any right therein, except to an Authorized Company.

13.2.4 The pledgees shall be entitled to exercise and sell the Company's shares pledged in their favor, without requiring the prior written consent of the holder of the special state share for the exercise and/or sale of the Company's shares as stated, subject to the following conditions:

- (1) The pledgees shall undertake in the pledge or charge agreement of the Company's shares to provide a report to the holder of the special state share regarding the exercise of the Company's shares pledged in their favor, within five business days from the date of exercise of such shares.
- (2) The pledge or charge agreement of the Company's shares shall include a provision whereby enforcement of the pledge and/or charge as a result of which one of the conditions in Section 13.2.1 may not be met shall be made through a judicial authority in Israel only, and that transfer or sale of the Company's shares following the enforcement of the pledge and/or charge as a result of which one of the conditions in Section 13.2.1 may not be met shall require the prior written consent of the holder of the special state share.

13.2.5 The Group's Companies and the Group's Individuals shall hold at all times, directly and alone, the controlling interest in Millennium and in each of the Group's Companies, as well as more than 75% of each of the means of control in Millennium and in each of the Group's Companies, except with respect to Mashat, for which it was determined that all of the rights therein would be held by a foreign company, the ownership and control of which would be held indirectly (through companies that have no activity other than holding shares in that foreign company), by a trust, the beneficiaries of which are the Group Individuals, their spouses and their children only, at a rate of not less than 90%.

13.2.6 The granting of any right or transfer, directly or indirectly, of shares of Millennium or shares of the Group's Companies, or any right attached thereto, or any means of control, of any kind in Millennium or in the Group's Companies or any agreement, whether in writing or orally, shall require the prior written consent of the holder of the special state share in ICL, in the event that this would adversely affect the provisions of Section 13.2.5 or lead to the sharing of control in Millennium or in one or more of the Group's Companies.

13.2.7 The Group's Companies and/or the Group's Individuals, as applicable, shall not pledge shares in Millennium or in the Group's Companies, or any right

attached thereto, or any means of control in the Company, of any kind, in Millennium or in the Group's Companies, if as a result of the enforcement of the pledge or the exercise of rights thereunder, the provisions of Section 13.2.5 would not be met.

13.2.8 Without derogating from the provisions of any law or from the terms of the State's consent, Millennium and/or any of the Group's Companies and/or the Group's Individuals shall act, insofar as possible, so as not to cause violations or breaches of the agreement dated February 20, 1995, between the Company and the State of Israel, and the appendices thereto, pursuant to which, the Company undertook, *inter alia*, to act and use its influence over ICL, so that ICL (and any subsidiary thereof in whose capital there is a special state share) will conduct itself in accordance with the provisions of ICL's Articles of Association regarding the rights attached to the special state share under ICL's Articles of Association, and the Articles of Association of ICL's subsidiaries, or in accordance with the terms included in the consents of the holder of the special state share, given or to be given, to ICL (including subsidiaries as stated), to the Company, to the Company's Group or to the ICL Group (as defined in the Permit).

13.2.9 Without derogating from the right of the State or the holder of the special state share in ICL to any remedy available to them under any law, the holder of the special state share shall cancel the aforementioned State's consent if any of the conditions set forth therein is breached and not remedied within the period determined therefor from the date on which the holder of the special state share in ICL or someone on its behalf notified Millennium of the breach.

With respect to the Company's holdings in ICL, it should be noted that the Company holds ICL shares directly and through wholly owned subsidiaries. In view of the provisions of the special state share set forth in ICL's Articles of Association,²⁵ in 1995, in connection with the acquisition of 24.9% of ICL's share capital by the Company²⁶ (in this section, hereinafter: the "**Purchaser**") under a purchase agreement with the State of Israel (in this section, hereinafter: the "**Purchase Agreement**"), a letter of consent was received from the holder of the special state

²⁵ The provisions of the special state share set forth in ICL's Articles of Association determine, *inter alia*, that the acquisition or holding of ICL shares above certain rates as determined in ICL's Articles of Association or at a rate granting the holder the possibility to appoint half or more of ICL's Board of Directors members shall not be valid without the consent of the holder of the special state share. *Inter alia* it was determined that any acquisition or holding of 14% or more of ICL's share capital and any acquisition or holding of 25% or more of ICL's share capital shall not be valid unless the consent of the holder of the special state share has been obtained, including a pledge as a result of whose enforcement the pledgee may hold the aforementioned rates. For further details regarding the special state share, see Section 10B of ICL's Periodic Report.

²⁶ And Penn Belmore Inc., which together with the Company acquired ICL shares at that time, and later transferred the shares purchased by it to the Company.

share in ICL whereby, *inter alia*: (1) consent was given to the Purchaser to hold ICL shares at a rate of up to 24.9%; (2) for the purpose of purchasing the shares, the Purchaser shall be entitled to pledge such rate in favor of one or more of the banks specified in the letter of consent and subject to the conditions determined²⁷; and (3) consent was given for the Purchaser's holding of 25% or more of ICL's share capital, subject to the terms of the Purchase Agreement and the special state share.

In connection with the Company's right to purchase additional ICL shares pursuant to the Purchase Agreement (which constituted approximately 17% of ICL's issued capital at that time), in 1997 the consent of the then Minister of Finance was received for the assignment of the purchase right regarding the additional shares as stated to a subsidiary owned by the Company, H.L. (Holdings - ICL) Ltd. (in this section: the "**Subsidiary**"), subject, *inter alia*, to all of the means of control in the Subsidiary being in the Company's possession, to the Subsidiary not engaging in any activity other than holding ICL shares, to the Subsidiary not taking any credit or financial obligation except for the purpose of purchasing the shares being purchased, ICL shares (as defined in the consent) and financing the interest payments in respect thereof, and to the Company being the guarantor for the performance of the Subsidiary's obligations under the Purchase Agreement, ICL's Articles of Association and the consent terms. In addition, in this context, the then Minister of Finance's consent was given (in accordance with the Purchase Agreement) to the Company's holding of ICL's issued capital at a rate exceeding 35%. Furthermore, in connection with the said purchase of the additional shares by the Subsidiary, which constituted as stated approximately 17% of ICL's share capital at that time, and in view of the provisions of the special state share set forth in ICL's Articles of Association, the consent of the holder of the special state share in ICL was received regarding the Subsidiary's holding of the additional shares, and for the purpose of purchasing these shares (and for this purpose only) the Subsidiary shall be entitled to pledge the additional shares in favor of a certain banking corporations specified in the consent subject to the conditions determined (in a 2006 amendment to the letter of consent regarding the Subsidiary, additional financial entities were determined in this context). As of the date of publication of this Report, the Subsidiary holds 158,670,000 shares of ICL.

- 13.3 It should also be noted that following the aforementioned consents, in 1998 it was clarified, for the avoidance of doubt, that the consent of the holder of the special state share was also received in connection with the appointment of half or more of the directors of ICL, as required under the provisions of the special state share in ICL's Articles of Association.

²⁷ The consent was granted for pledging to one entity a share rate higher than the threshold established in the special state share.

- 13.4 To the best of the Company's knowledge, there may be a restriction on the Company's activities in certain banking areas, *inter alia*, considering that a family member of Mr. Idan Ofer is deemed a controlling shareholder in Mizrahi-Tefahot Bank Ltd.
- 13.5 In addition, the provisions of the Anti-Concentration Law may have additional implications for the Company or for companies held by it. For details, see Section 6.12 of this Report.
- 13.6 For additional regulatory restrictions applicable to ICL and the subsidiaries, see the sections on regulatory restrictions in the Company's operating segment or in the description of its investments, as applicable.

14. **Material Events and Agreements**

14.1 Transactions for the Sale of Bazan Shares

In February 2023, the Company completed the sale of all of its holdings in Bazan.

For further details, see Section 14 in Chapter A of the Periodic Report for 2023, the Company's immediate reports dated February 9, 2023, and February 13, 2023 (Reference Nos.: 2023-01-015624 and 2023-01-016662, respectively), and Note 7 to the Company's financial statements attached to the Periodic Report for 2023.

- 14.2 For material events and/or agreements in the Company's operating segments, see ICL's Periodic Report.
- 14.3 In December 2017, each of ICL and Bazan (which was held by the Company), and O.P.C. Energy Ltd., a public company, which as reported to the Company, views Kenon Holdings Ltd. as its controlling shareholder for the purposes of the Israeli Securities Law, entered into agreements to purchase gas with Energean Israel Limited (hereinafter: "**Energean**"). In November 2018, all of the conditions precedent to the agreements were met. For details regarding the agreements to purchase gas from Energean, the general meetings convened by ICL and Bazan to approve such engagements in accordance with Section 275 of the Companies Law, see Note 18.c.2.(d) to the Company's financial statements.

For details regarding a mediation agreement for the purchase of natural gas from Tamar for the interim period until the commencement of the flow of natural gas from the "Karish" reservoir by Energean, aimed at improving the terms of the purchase of natural gas in the interim period under the existing agreement entered into by Bazan and ICL in 2020, and which was approved at Bazan's general meeting on October 4, 2020, and at ICL's general meeting on September 2, 2020, see Note 18.c.2.(d) to the Company's consolidated financial statements for 2022.

For further details, see Note 18 to ICL's financial statements as of December 31, 2025, as included in ICL's Periodic Report.

15. **Legal Proceedings**

- 15.1 For details regarding material legal proceedings to which the Company is a party, see Note 18.b.1 to the Company's financial statements.
- 15.2 For details regarding the Motion to Approve a Derivative Claim filed in July 2024 against former and present officers of Bazan, including directors who served or serve as officers of the Company, see Note 18.b.1.(d) to the Company's financial statements.
- 15.3 For details regarding claims in the Company's operating segments, see Section 8 of ICL's Periodic Report and Note 18 to ICL's financial statements included in ICL's Periodic Report.
- 15.4 For details regarding a lawsuit in the amount of NIS 200 million filed by the liquidators in the liquidation proceedings of Better Place in 2016 against a number of officers of Better Place, including three former officers of the Company who served as officers of Better Place on behalf of the Company, in connection with their service at Better Place and acts and/or omissions of the defendants prior to its liquidation, and the proceedings in connection with the lawsuit, see Note 18.b.1.a to the financial statements.

16. **Objectives and Business Strategy and Forecast for Development in the Coming Year**

As of the date of this Report, the Company operates in one main operating segment, through one main investee company: ICL. The Company's strategy, determined by the Board of Directors in 2019 and as updated by the Company's Board of Directors in 2026, in alignment with the Company's natural purpose as a company with an established business infrastructure, includes making new investments in accordance with guiding principles (hereinafter: the "**Investment Activity**"), as well as continuing to maximize the value of its strategic investment in ICL.

- 16.1 The Company's investment strategy is designed to capture and invest in businesses that benefit from global mega-trends and technological innovation, while maintaining flexibility and a long-term perspective. The Company seeks to deploy capital in established businesses (i.e., not start-ups) with strong fundamentals and significant potential for growth, focusing primarily on the Israeli and European markets.
- 16.2 Leveraging its access to Israeli innovation and its international business experience, the Company aims to position its portfolio companies at the forefront of transformative change across industries shaped by evolving technologies and global structural shifts.
- 16.3 The Investment Activity is carried out according to the following guiding principles:
 - 16.3.1 The Company views ICL as a strategic holding.
 - 16.3.2 The Investment Activity strategy will be based on the guiding principle of calculated portfolio management of investments with the aim of maximizing value for the shareholders.

- 16.3.3 The Company will act to implement the aforementioned investment strategy while taking into account projected cash flow and the possible disposal of assets and will aspire not to materially change the Company's net debt over time from its current level.
- 16.3.4 The Company allocated an aggregate amounts of up to \$500 million to make investments in new companies through the Investment Activity. As of the date hereof, the company has invested \$206 million.
- 16.3.5 The Investment Activity will seek to invest in companies that have demonstrated substantial commercial capability, including products proven in target markets.
- 16.3.6 The Investment Activity will avoid investments in start-up companies.
- 16.3.7 The Investment Activity will aspire to ensure that its investments include collaborations between global companies and Israeli technologies.
- 16.4 The Company's CEO, Mr. Yoav Doppelt, leads the implementation of the Company's strategy, concurrently with his service as Chairman of ICL's Board of Directors.
- 16.5 The Company intends to continue to develop its investment activity that will include creating a portfolio through making investments, based on the guiding principles detailed in Section 16.1 above and as detailed below, in addition to pursuing the Company's main strategy of maximizing its value through its strategic holding in ICL. According to the plan, the expansion of the portfolio is intended, inter alia, to enable diversification of risk profile. Value creation across the portfolio is expected to be driven, inter alia, by the company's international managerial experience and the uniqueness of the Israeli innovation environment.
- 16.6 The Company will seek to implement several principles in its Investment Activity: the scope of each investment should be in the range of approximately \$100-150 million per transaction (it should be noted that with respect to the size of the transaction, the Company may consider making a transaction at a larger scope than stated); focus on the Israeli and European markets; achieving influence over the portfolio companies' businesses (where such influence does not necessarily constitute control); flexibility in investment prospects; investment in established companies; and maintaining reasonable leverage levels in target companies.
- 16.7 As the Company already has significant exposure to the Agriculture and Food sectors, through the Company's strategic investment in ICL (for details as to ICL's updated strategy, focused on growth in the specialty fertilizers and food sectors through mergers and acquisition, see ICL's periodic report) and through the Company's investment in Prodalim, the Company's investment strategy will focus on other sectors going forward. This decision

reflects the Company's commitment to diversification and to pursuing opportunities in sectors that align with its long-term vision for growth and innovation.

16.8 As part of the Investment Activity, the Company made investments in the following Investee Companies:

16.8.1 On October 21, 2021, the Company acquired 18% of AKVA's capital (on a fully diluted basis), a public company whose shares are traded on the Oslo Stock Exchange in Norway, which provides solutions and services in the field of aquaculture, including solutions in aquaculture technology in land-based farming, for a total investment amount of approximately \$74 million.

16.8.2 In March 2023, the Company invested approximately \$9 million in NOAP, a Norwegian company traded on the Oslo Stock Exchange and engaged in establishing a land-based aquaculture facility in China, for which AKVA is the main technology equipment supplier (for further details, see Section 8.2 of this Report above). In addition, in December 2023 and June 2024, the Company participated *pro rata* in additional fundraising rounds, thereby maintaining its share in NOAP's capital (for details, see Section 8.2 of the Report). The total investment in NOAP amount of approximately \$13.3 million.

16.8.3 In March 2025, the Company acquired 27.5% of the share capital of Prodalim (on a fully diluted basis) in consideration for \$116 million, then a private company incorporated in Israel, which is engaged in creating natural solutions for various industries. For further details, see the Company's immediate reports dated January 21, 2025, and May 3, 2025 (Reference Nos.: 2025-01-005987 and 2025-01-014882) and Section 8.3 of this Report. In February 2026, Prodalim executed an IPO on the Tel Aviv Stock Exchange. The Company's holdings in Prodalim were diluted to 23.26% on a fully diluted basis. For further details, see the Company's immediate reports dated February 25, 2026, (Reference No.: 2026-01-017646).

Forecast for Development in the Coming Year

As of the date of this Report, the Company continues to advance the Investment Activity, and it forecasts that during the coming year it will continue to implement its strategy as set forth above, including maximizing the value of its strategic holding in ICL as well as continuing to develop existing investments and to assist in the growth of the Investee Companies, and continuing to identify additional investments. It is clarified that advancing the Investment Activity depends on various factors, including those beyond the Company's control, including market conditions in Israel and worldwide, the existence of suitable market conditions in areas included in the strategic plan, the macroeconomic impacts on the economic situation and on the Group's businesses, and

more. Therefore, there is no certainty regarding the manner and the timing of implementing the investment strategy, if at all.

The Company's intentions and strategy and the projections for development in the coming year, as detailed in this section, reflect the Company's policy and intentions as of the date of the filing of this Report only, and there is no certainty that matters will actually materialize in accordance with the intentions and forecast as stated.

The foregoing in this section, including in connection with the Company's strategy, the strategic plan, the guidelines, the objectives of the strategic plan, investment scopes, investment characteristics, target company characteristics, identification of the Mega-Trends, the sectors, maintaining the Company's net debt, disposal of assets and investments, enhancing and maximizing value for shareholders and/or the Company's advantages as an investor, and the projections for development in the coming year, includes forward-looking information, as this term is construed in the Securities Law, based on the Company's intentions and assessments as of the date of the filing of the Report only. The strategic plan is subject to updates and changes as approved by the Company's Board of Directors from time to time. In practice, the Investment Activity may not materialize or may materialize differently from what is planned, including due to risk factors and uncertainties, some of which are beyond the Company's control. This depends, *inter alia*, on the existence of suitable market conditions, on conditions related to target companies or to making acquisitions, on business opportunities, on risk factors involved in making investments and/or in the activities of the Company and its subsidiaries, and on the actual cash flow. In addition, it is clarified that the Company may update the strategic plan from time to time and/or implement the Investment Activity differently from that stated above in accordance with the discretion of the Company's Board of Directors' and, in particular, it may invest in sectors other than those described above, in companies operating in other geographic locations or having different characteristics than those described above, and in investment scopes for acquisition transactions that are different from the scopes described above. The Company will examine from time to time the global Mega Trends and the aforementioned sectors, as well as other changes in the business environment, and accordingly the Company may also consider investments in other areas. Nothing in these guidelines, as stated, derogates from the possibility of specifically examining an investment that is different from the above, based on its circumstances. In addition, the objectives of the investment strategy (if implemented) may not materialize, in whole or in part, in the short or long term, *inter alia*, as a result of the factors stated above. Without derogating from the generality of the above, in the short-medium term after making investments, the investment strategy and its implementation may negatively impact the Company's results, and the Company's net debt may increase in the short and medium term in connection with the implementation thereof.

For details regarding the objectives and business strategy of the Company's subsidiaries, including regarding the projections for their development in the coming year, see the details included

regarding the Company's operating segment (including Section 4.B of ICL's Periodic Report) and description of additional investments.

17. **Discussion of Risk Factors**

Below are threats, weaknesses, and risk factors to which the Company is exposed as of the date of this Report:

17.1 **Macro Factors**

17.1.1 **Changes in the Economic and Financial Situation Globally and in Israel**

- As a group with international operations, the Group's operations are affected, *inter alia*, by the economic situation in the world and trends in the global economy, in addition to being affected by the market condition in the Group's areas of operations. Commodity prices in the world have an impact on the operations and financial results of the Group's companies and on the prices of the securities of the Group's companies.

Stock market declines in Israel and worldwide may adversely affect the prices of the securities held by the Company, impact the Company's ability to generate profits from the realization of its tradable holdings or tighten the financing terms of the Company and its subsidiaries, make it difficult to carry out private or public offerings by any of them, impair the credit ratings or repayment ability of any of them, and also make it difficult to access financing sources when these are required for financing their ongoing activities. In addition, factors affecting the global economy such as a crisis in the global economy, a slowdown in the pace of economic growth in the world, credit crises, decline in consumption and business stability, high unemployment rates, changes in the prices of commodities and raw materials and government policy, changes in shipping costs and supply chain costs, and any disruption in the transportation systems used to ship ICL's products or raw materials may affect the results of the Company and the investee companies, their businesses, liquidity, and activities.

For the risk factor regarding events related to public security or health, see Section 17.1.5.

17.1.2 Geopolitical Situation and Political, Economic and Security Instability in Israel and Globally - The Group's operations are exposed, *inter alia*, to changes in the security, economic and political situation globally, and to the political, economic and security situation in the Middle East and Israel. The geopolitical, economic and security situation in Israel and the Middle East may affect existing relationships with foreign entities (including suppliers and financing entities), as well as the willingness of potential partners to conduct business with Israeli companies, especially those located or operating in Israel.

The political and security situation in Israel may also cause entities with whom the Company or its subsidiaries have engaged to claim that they are not obligated to fulfill their obligation by virtue of *force majeure* provisions included in agreements with them or to tighten certain conditions in the context of engagements in renewing agreements or imposing tariffs on the Group's products. In addition, ICL's facilities in Israel are strategic facilities. In the event of a security emergency in Israel, there may be an impact on ICL's operations and consequently on its results and the Company's results. Security events in Israel and in the world may lead to damage to the operations of the investee companies and even physical damage to their facilities. For details regarding possible impacts of the War situation on the Company's and ICL's operations, see Note 1b to the Company's consolidated financial statements.

17.1.3 Exposure to Changes in Interest Rates, Inflation Rates and Exchange Rates

- The Group's results are sensitive to changes in interest rates, inflation rates, and changes in global exchange rates. These sensitivities may affect the Company's business results and the value of its assets. Most of the sales of the Group's companies are made in foreign currency, mainly in dollars and euros. Significant part of the operating expenses are in shekels. As a rule, the strengthening of the average exchange rate of the shekel against the dollar may have a negative economic impact on the Group in the medium term. In addition, the Company has exposure to the exchange rate of the Norwegian krone (NOK) against the dollar arising from its investment in AKVA and NOAP. Companies held by the Company are also exposed to risks of changes in interest rates, inflation rates and exchange rates and, therefore, these exposures could also impact the Company's results. In addition, the Company may be exposed to exchange rate fluctuations (including for the purpose of making a dividend distribution) and/or it may be exposed to restrictions on exchange rates in certain countries where the Group's companies operate. Part of the Group's credit is based on the LIBOR and SOFR interest rates that vary from time to time and, therefore, there is exposure to an increase in these interest rates. For details regarding possible impacts of changes in inflation trends and additional interest rate increases in the future (if any), see Note 31 to the Company's consolidated financial statements.

17.1.4 Instability in Markets and Financing

- Changes in trends in the capital markets in Israel and worldwide may affect the prices of tradable securities held by the Company, and, consequently, may impact the possibility and viability of implementing private or public offerings by the Company and/or the subsidiaries, and access to financing sources (when these are required for financing their operations). In addition, a decrease in the value of the shares of the subsidiaries, including those serving as collateral in financing agreements to which the Company is a party, may affect the Company's

financing costs, the Company's ability to raise and refinance debt, and the Company's obligations under its existing financing arrangements secured by the shares of the subsidiaries and compliance therewith (for details, see Section 17.3.3 of this Report).

17.1.5 Events Related to Public Security or Health in Israel and Globally -

Events that negatively impact public security or health in Israel or the world may adversely affect the economic, financial and/or business situation of the Group's companies. The outbreak of pandemics, such as the COVID-19 crisis, which broke out during 2020 and continued thereafter and caused instability in global markets, including Israel, in a manner that manifested itself in volatility and a negative impact on the market value of the Group's companies at that time, or other negative developments in the field of public health or security, may materially adversely affect the business activities of the subsidiaries, for example as a result of disruption of their ability to purchase raw materials, a decrease in demand for certain products made by them, disruption of their ability of the subsidiaries to sell or distribute products, the temporary closure of their facilities and/or facilities of their suppliers or customers and their contracting suppliers, disruption of the possibility to realize transactions and business plans, or as a result of restrictions on travel options for Company representatives and/or key suppliers of subsidiaries hampering provision of support to their sites or customers worldwide, and also as a result of the creation of a credit crisis and liquidity difficulties, where each of the aforementioned circumstances may materially adversely affect the sales of the investee companies, their businesses, their financial condition and the results of their operations.

17.2 Industry Factors

17.2.1 Licensing, Regulation, Regulatory Developments and Legal Proceedings

The activities of the Company and its subsidiaries are subject to comprehensive legislation, regulation and licensing, including in the field of environmental protection, taxation matters, concessions, antitrust and so on. Greater stringency in the abovementioned legislation, regulation or licensing, or in the interpretation or enforcement thereof that will be applied to the activities of said companies may, *inter alia*, require them to make investments in large-scale investments or to make various, increased or additional payments or to restrict or reduce their activities, in such a manner that could adversely affect the results of the Company and/or its subsidiaries. The Company and its subsidiaries may also be exposed to legal, civil and criminal proceedings in various areas in connection with their activities such as, *inter*

alia and without derogating from the generality of the foregoing, alleged environmental pollution, nuisance and other environmental or health-related impacts caused by some of their facilities and plants, and damage stemming from the Group's concessions.

17.2.2 Restrictions on Obtaining Credit - The Company and the companies held by it may be restricted as a result of the Banking Supervision Department's "Proper Banking Management Directives," which include, *inter alia*, restrictions on the scope of loans that a bank in Israel may provide to a "single borrower," to one "borrower group," and to the six largest borrowers and "borrower groups" of the banking company (as these terms are defined in said Directives). The Company, its subsidiaries and the Company's controlling shareholders (including certain companies related to them and/or to their family members, directly or indirectly) are defined as one "borrower group" for the purposes of the "Proper Banking Management Directives." This may affect, in certain circumstances, the ability of the Group's companies to borrow additional amounts from banks in Israel, to draw on credit facilities, as well as their ability to make investments in companies that have taken large-scale credit from banks in Israel, and their ability to perform certain business operations in cooperation with entities that have taken such credit.

17.2.3 Restrictions Arising from Labor Laws and Labor Disputes - ICL and the Investee Companies are exposed to changes in labor laws in Israel and globally, including changes in collective labor agreements applicable to ICL employees as well as to strikes and industrial unrest, which may adversely affect the business results of the Company and its subsidiaries. Disruptions in operations and loading at ports, particularly Israeli ports, may harm ICL's activities.

17.2.4 Regulatory Restrictions on Economic Concentration – The operations of the Company and ICL are exposed to regulatory restrictions on economic concentration, including in accordance with the Economic Competition Law, 5748-1988. Greater regulatory stringency in this matter may reduce and/or restrict the possibilities for investments and/or holdings and/or transactions by the Company or ICL. In addition, the Company is affected by the Law for the Promotion of Competition and Reduction of Economic Concentration, 5774-2013 (the "**Anti-Concentration Law**"), and as of the date of this Report, the Company (together with its controlling shareholders and related companies) is included in the list of concentrated economic entities published by the Competition Commissioner (including updates thereto), and consequently the restrictions set forth in the Anti-Concentration Law apply to the Company, *inter alia* in respect to the chapter dealing with the allocation of rights (as these

terms are defined in the Anti-Concentration Law). In addition, the Company may be subject to credit restrictions pursuant to the Anti-Concentration Law.

17.2.5 Regulatory Restrictions Regarding Relations with Hostile Entities and Anti-Corruption Legislation - As a group with international activities operating in business areas worldwide, the Company and the subsidiaries may be exposed to existing regulations in Israel and in various countries around the world regarding the maintenance of business relationships with hostile entities or countries (such as Iran). The Company takes measures to ensure its compliance with such regulation; however, considering the broad scope of the Group's operations, the Company's Group may be exposed to sanctions pursuant to such regulation despite the aforementioned precautions. In addition, the Company and the subsidiaries may be exposed to regulation regarding the prevention of corruption, bribery and money laundering, violation of which may lead to various sanctions in Israel and worldwide.

17.2.6 Restrictions and Exposures in Environmental Protection - The subsidiaries' activities are subject to changing regulatory legislation in the field of environmental protection. Legislative changes and stricter standards in this field, as well as stricter court rulings on these matters, may have an impact on the operations of the subsidiaries' facilities and the related costs, including necessitating additional investments. In addition, in the event of deficiencies and/or non-compliance with environmental protection standards as a result of the subsidiaries' operations, there may be an adverse impact on their operations and business results and/or exposure to various sanctions and legal proceedings.

17.3 Special Risks to the Company

17.3.1 Concentrated Investment - The Company's focus on investing primarily in ICL has increased its exposure arising from ICL, given that the Company views ICL as a strategic investment. Accordingly, a decrease in ICL's results and/or share value, as well as negative developments in ICL's activities, may have a material adverse impact on the Company, its results and financial soundness. For details regarding the Board of Directors' decision on updating the Company's business strategy to also include making new investments as well as the Company's investment in AKVA, NOAP and Prodalim, see Sections 16 and 17.3.17 of the Report and Section 8 of this Report.

17.3.2 Changes in Value of Company Investments - The Company is exposed to adverse changes in the value of the companies it holds, primarily to changes in the value of ICL. The value of these companies is affected by the prices of their shares that are traded on stock exchanges (to the extent they are traded), and a decline in the prices of these shares, mainly a decline in ICL's share

price, may adversely affect their value in the Company's financial statements, its operating results and cash flow, the Company's financing terms and its ability to meet them, the ability to raise and refinance debt, and the Company's ability to generate profits from realization of its tradable holdings.

17.3.3 Credit Terms and Undertakings to Comply with Financial Covenants -

Under the Company's financing agreements, there are undertakings to comply with certain financial ratios, including with respect to the ratio and/or minimum price between the value of the collateral and the credit balance. The collateral provided consists of ICL shares (see Section 11 above), and the value of these shares, for the purposes of the agreements, is derived from their stock exchange price, the scope of their tradability and the dollar exchange rate. Non-compliance with financial ratios may, *inter alia*, lead to increased financing costs, make it difficult to refinance credit, lead to a demand to increase collateral and, under certain circumstances, it may enable the lenders to demand the immediate repayment of the credit and the enforcement of the collateral. A sustained decline in ICL's share price could have a material adverse impact, *inter alia*, on the Company's ability to comply with the financial covenants set forth in the financing agreements, in which case, absent an alternative arrangement, lenders would be entitled, under specified circumstances, to demand immediate repayment of the credit. It should be noted that there is no certainty that the Company will have sufficient cash or shares of subsidiaries that can be pledged in favor of the financing entities and added as collateral for the purpose of complying with these conditions. Furthermore, under the bonds issued by the Company, various undertakings were established including conditions for dividend distribution, certain restrictions on creating liens on ICL shares owned by the Company, compliance with various financial benchmarks, and increasing the interest rate in the event of a downgrade in the Company's rating. In addition, a downgrade in the Company's credit rating could increase the financing costs, and non-compliance with the undertakings established could lead to the immediate repayment of the bonds and have an adverse impact on the Company.

17.3.4 Fluctuations in the Prices of Raw Materials or Shortages in Supply -

ICL and the Investee Companies are exposed to fluctuations in the prices of raw materials, inputs and products used in the operations of the subsidiaries. Fluctuations in the prices of raw materials and/or disruptions in the supply of raw materials to subsidiaries may have an adverse impact on the ability of those companies to meet their obligations to their customers and/or it could increase their operating expenses. These sensitivities may adversely affect the business results of the Company and its subsidiaries.

- 17.3.5 Supply, Demand and Prices of the Group's Products and Services**
ICL and the Investee Companies are exposed to the levels of supply and demand, and the prices of their products (for example, potash prices) and the services they provide. In certain circumstances, these exposures may adversely affect the business results of the Company and the subsidiaries and their cash flow.
- 17.3.6 Concessions, Permits and Business Licenses** - A significant part of ICL's operations is based on concessions, permits and business licenses granted by the State and other governmental bodies, in Israel and around the world, as required for its operations. Termination or cancellation or restriction or non-renewal or impairment or modification of the terms and conditions of the aforementioned concessions, permits or business licenses may adversely affect ICL's operations and results including with respect to the concession for operations in the Dead Sea in Israel, which is expected to expire in March 2030. The continued operation of our activities in this area beyond that date is subject to the granting of a new concession. There is a significant likelihood that the new concession will be granted on terms that are less favorable - and potentially materially less advantageous - than those of the current concession. There is no assurance that a new concession will be obtained at all, or that, if granted, it will not impose more restrictive, costly, or otherwise burdensome conditions. In addition, the Company's participation in the tender may be subject to restrictive conditions that could affect- and potentially materially affect - other activities within the Group.
- 17.3.7 Regulatory Restrictions on Holdings** - The State holds a special share in ICL, granting it special rights in ICL. The conditions determined regarding the Company's holdings in ICL in this context, *inter alia*, may restrict the ability to realize the holdings of the Company's Group (or transfer them directly or indirectly, including by way of pledge) or parts thereof, and may restrict the rights of the Company's Group in these companies. In addition, some or all of the permits include provisions that refer to the holdings of the Company's controlling shareholders, and any violation of these provisions by the Company's controlling shareholders may affect the Company's holdings and/or compliance with the terms of the aforementioned regulatory restrictions. In addition, these regulatory restrictions impose certain limitations on the Group's companies and their operations, and for example, may restrict the Group's companies from performing certain material transactions. There is no certainty that the State's consent pursuant to the aforementioned arrangements will be obtained, insofar as required for a particular action.

- 17.3.8 Currency Fluctuations and Changes Against the Dollar** – The results of the Company and ICL are measured in dollars, while a significant portion of ICL’s expenses are denominated in other currencies. Changes in the dollar exchange rate may affect the Group’s results, balance sheet items denominated in foreign currencies, and its financial position.
- 17.3.9 Ability to Draw Dividends from Subsidiaries** - Dividend receipts from the subsidiaries (mainly ICL) constitute the main source of financing for meeting the Company’s obligations, including interest payments on its loans and ongoing operating expenses. Changes in the scope of the dividend distribution by the subsidiaries (mainly ICL) and changes in their profitability and cash flows may affect the Company’s cash flow, business activities and ability to distribute dividends. In addition, ICL’s ability to distribute dividends depends on its receipt of dividends from subsidiaries and/or is subject to various restrictions, such as financing agreements and/or legal restrictions applicable to dividend distributions.
- 17.3.10 Instability in Some of the Countries of the Group’s Activities and Regulation in the Countries of Activities** - A significant portion of the subsidiaries’ activities is concentrated in countries exposed to frequent political and policy changes. Therefore, the subsidiaries are exposed to political changes, local regulation and civil conflicts in the countries of their activity, including labor disputes, or international boycotts or sanctions in connection with those countries. In addition, the subsidiaries invest in emerging markets that are not necessarily stable and such investments involve a high-level of risk. Such investment exposes the subsidiaries to risks arising from changes that may occur in these markets, including political, regulatory, security, legal (related, *inter alia*, to the different foreign legal systems and the manner of enforcement of local laws), and economic changes, as well as the expropriation or nationalization of assets. In addition, these investments are exposed, *inter alia*, to difficulties in protecting assets, difficulties in enforcing agreements and protecting rights, import/export restrictions, foreign exchange control, exchange rate instability, licensing requirements or supervision of foreign investments, negative tax effects, dealing with an unstable business environment, government corruption, difficulty in enforcing corporate conduct standards, and other costs and risks. Making new investments in various areas and in multiple countries involves additional risks due to the nature of new activities, including uncertainty regarding return rates and investment returns determined in business plans prior to acquisition, risks related to securing long-term financing sources for acquisitions, risks inherent in transferring control therein, and risks related to the economic and regulatory conditions of the countries in which the acquired companies operate.

- 17.3.11 Changes in Holdings of the Company's Controlling Shareholder -** Changes (including indirect changes) in the controlling interest in the Company may affect the manner of compliance by the Company and/or the Group's companies with regulatory restrictions applicable to the Company's holdings, as well as compliance with certain contractual restrictions, including the restrictions set forth in financing agreements and the terms of bonds to which the Company and/or its subsidiaries are a party, regarding the controlling interest in the Company.
- 17.3.12 Financial Difficulties and Leverage Level in the Company and the Group's Companies -** In circumstances where there is a high leverage level of the Company and/or its subsidiaries, primarily ICL, this exposes them to the inherent risks involved in leverage and may adversely affect their results, their businesses and their ability to distribute dividends and/or repay loans. In addition, the Company (and/or subsidiaries) pledges material assets for the purpose of obtaining financing. Cash flow difficulties and non-compliance with financial covenants of subsidiaries, primarily ICL, may adversely affect the Company and the subsidiaries, their results and their financial position. In addition, cash flow difficulties and compliance with financial covenants of subsidiaries may lead to a need for financial assistance from the Company. To that end, the Company may, *inter alia*, be required to raise capital, in a manner that may impose restrictions and costs on the Company and may involve the pledging of Company assets or the provision of collateral by the Company to the financing entity.
- 17.3.13 Natural Disasters, Malfunctions and Accidents -** The subsidiaries are exposed to natural disasters and extreme weather events such as floods, droughts, heatwaves, earthquakes and other natural disasters that may adversely affect them and cause material damage to their businesses. Companies have insurance coverage against some of these exposures, insofar as necessary. Without derogating from the generality of the above, it should be noted that part of ICL's plants in Israel are located on the Syrian-African Rift, a seismologically active area (see Section 3D of ICL's Periodic Report). In addition, the subsidiaries' facilities are exposed, from time to time, to malfunctions and accidents that may cause injury to people and property, damage to the environment, and facility shutdowns, and may expose the subsidiaries to administrative, civil and/or criminal proceedings.
- 17.3.14 Technological Developments –** Some of the subsidiaries operate in markets and areas where rapid and significant changes may occur as a result of the introduction of innovative technologies and services. Consequently, these companies must invest significant resources in the research and development of products, services and advanced technologies, yet they may not succeed in

developing them, introducing them to the market, or launching them at the appropriate time, particularly relative to their competitors.

17.3.15 Competition - The markets in which the subsidiaries operate are characterized by competition in terms of price levels, product quality and variety, market shares and financing terms. The subsidiaries may be exposed to pressure for price reductions and to a slowdown in markets or reduced growth. In addition, the subsidiaries face strong competitors, some of which are larger and financially stronger, as well as competitors from developing countries, which may have a more efficient cost structure. The subsidiaries may be affected by changes in supply and demand for the Group's products and by the competitors' behavior (for example, in the potash sector). In addition, changes in the areas of activity and in the prices of the subsidiaries' products may increase competitiveness in those areas and materially affect the subsidiaries results.

17.3.16 Cyber Events, Malfunctions or Breaches of Information Security Systems of the Company and the subsidiaries - The information technology (IT) systems and operational technology (OT) systems of the Company and the subsidiaries, as well as those of third parties that are suppliers, are of critical importance in operating their businesses. Any breach, disruption, damage, or crash in the IT and/or OT systems or infrastructure of the Company and its subsidiaries may adversely affect their businesses and activities and, in some cases, could even lead to environmental damage. In addition, a significant malfunction in such computerized information systems may cause damage or harm to the civilian population located near the production sites of the subsidiaries. Furthermore, the Company and the subsidiaries may be subject to business disruption, theft of information or funds, reputational damage as a result of cyber attacks, which could lead to damage to their systems, information leakage and harm to sensitive production facilities and/or harm to their security, whether internal or among third-party suppliers. These risks apply to the Company and the subsidiaries, as well as to third parties whose systems the Company and the subsidiaries rely on for managing their businesses. Cyber attacks and any breach, disruption, damage or crash in the IT and/or OT systems or infrastructure of the Company and the subsidiaries may cause serious damage as stated above, and require the Company and the subsidiaries to devote extensive efforts and resources, where each of the aforementioned impacts may materially adversely affect the businesses of the Company and/or subsidiaries, and their financial position. The frequency, scope and potential impact of cyber threats have been steadily increasing in recent years, and therefore, the difficulty in detecting and effectively defending against them has also increased. With the development of cyber threats, the Company and the subsidiaries may be required to incur

additional costs to enhance their security measures or act to repair weaknesses in information security, security breaches or other similar incidents. It should be emphasized that these risks have increased due to the current global conflicts as well as other geopolitical events, and the Company and the subsidiaries cannot predict with certainty how this evolving threat landscape will affect their activities. With the development of geopolitical conflicts, critical infrastructure may be marked as a target by nation-states or state-sponsored organizations, even if they are not directly involved in the conflict, and there is no guarantee that the Company's businesses will not become a potential target.

The Company and the subsidiaries assess the need to upgrade and/or replace their information systems in order to protect their information technology environment, maintain up-to-date vendor support for various products, and improve the efficiency and scope of their systems and their information technology capabilities. However, the implementation of new information systems and technologies may adversely affect the operations of the Company and its subsidiaries, because it may require significant capital investments, diversion of management attention and/or cause delays or difficulties in the transition to new systems. Moreover, the implementation of new systems may result in productivity improvement at the levels predicted. Disruptions in system implementation and any other unforeseen disruption in information technology, where no appropriate response has been provided to the inherent risk, may materially and adversely affect the businesses of the Company and its subsidiaries.

With the development and increasing sophistication of cyber attacks, the Company and the subsidiaries have been required to increase their prevention and monitoring efforts. *Inter alia*, as part of these efforts, in recent years the Company has invested in advancing its IT and cybersecurity system, including the recruitment of a Chief Information Security Officer (CISO), the addition of new defense systems, including SOC services, security updates and upgrades, conducting cyber exercises and creating a culture of cyber protection and awareness among the Company's employees - all aimed at minimizing the Company's exposure to cyber threats. ICL acts, *inter alia*, in the following manner: assessing, reinforcing and examining security processes and procedures through simulation exercises in the fields of physical security and cybersecurity, conducting a comprehensive cyber preparedness survey and risk assessment, performing penetration tests and developing learning modules and training videos (Computer-Based Training - CBT) to raise employee awareness, providing appropriate training to members of ICL's management in cybersecurity and incident management, receiving services from a cybersecurity SOC (Security Operations Center), and

maintaining insurance policies for cybersecurity and fraud. In addition, the internal auditors of the Company and the Group's companies conduct cybersecurity audits from time to time. Accordingly, in 2023, at the instruction of the Company's Audit Committee, the Company's internal auditor conducted a cybersecurity risk assessment as part of the internal audit work plan for 2023. The Company and its subsidiaries have invested resources and significant efforts over the years to improve the reliability of their cybersecurity system and to prevent cybersecurity incidents; however, complete protection from cybersecurity threats cannot be guaranteed. For details regarding ICL's cybersecurity activities, see also Section 16K of ICL's Periodic Report.

17.3.17. **Making New Investments** - In 2019 the Company's Board of Directors decided to update the Company's strategy to include making new investments according to guiding principles (for details, see Section 16 above). Making investments inherently involves business risks, including risks related to identifying suitable investments, risks applicable to the areas of activity of acquired companies, risks regarding the possibility of realizing new investments and enhancing the value thereof, and impacts on the Company's activities and results as a result of making such investments, including increased exposure of the Company to risks arising from the leverage level. In addition, making investments depends on market conditions, cash flow, and obtaining consents from third parties. As of the date of this Report, there is no certainty that the objectives of the aforementioned strategy will materialize, in whole or in part, in the short or long term. In addition, as of the date of this Report, there is no certainty regarding the full implementation of the strategic plan, which depends, *inter alia*, on markets conditions and other factors beyond the Company's control.

Furthermore, the companies held by the Company are exposed to additional risk factors. For details regarding risk factors at ICL, see Section 3D (Risk Factors) of ICL's Periodic Report.

17.4 Below is the Company's assessment of the degree of impact of each risk factor on the Company's Group as of the date of this Report. It should be noted that the Company's assessment of the degree of impact of each risk factor on the Company reflects the degree of impact assuming the materialization of the relevant risk factor, and the foregoing does not express or assign any assessment or weight to the likelihood of its materialization. In addition, the order of the appearance of the risk factors above and below does not correspond to the level of risk inherent in each risk factor or the probability of its occurrence:

	Degree of Impact of Risk Factor on the Company		
	Small Impact	Medium Impact	Large Impact
Macro Risks			
Changes in the economic and financial situation in the world and in Israel			X
Geopolitical situation and security, economic and political instability in Israel and the world			X
Exposure to changes in interest rates, inflation rates and exchange rates			X
Instability in markets and financing		X	
Events related to public security or health in Israel and around the world		X	
Industry Risks			
Licensing, regulation, regulatory developments and legal proceedings			X
Restrictions on obtaining credit		X	
Restrictions arising from labor laws and labor disputes		X	
Regulatory restrictions on business concentration		X	
Restrictions regarding relations with hostile entities and anti-corruption legislation		X	
Restrictions in environmental protection			X
Special Risks to the Company			
Concentrated investment			X
Changes in the value of the Company's investments			X
Credit terms and undertakings to comply with financial covenants		X	
Fluctuations in the prices of raw materials or shortage in supply			X
Supply, demand and prices of the Group's products and services			X
Concessions and permits			X
Regulatory restrictions on holdings		X	
Currency fluctuations and changes against the dollar		X	
Ability to receive dividends from investee companies			X
Instability in some of the countries of the Group's activities and regulation in countries of activities			X
Changes in holdings of the Company's controlling shareholder			X
Financial difficulties and leverage level in the Company and the Group's companies		X	
Natural disasters, malfunctions and accidents			X
Technological developments		X	
Competitiveness			X
Cyber events, malfunctions or breaches of information security systems of the Company and the Group's companies			X
Making new investments		X	



israel corp

Report of the Company's

Board of Directors

For the Year Ended December 31, 2025

Report of the Company's Board of Directors

For the Year Ended December 31, 2025

Israel Corporation Ltd. (hereinafter – “the Company”) is an Israeli resident company that was incorporated in Israel, the securities of which are listed for trading on the Tel Aviv Stock Exchange (hereinafter – “TASE”)

The Company consolidates ICL Group Ltd. (hereinafter – “ICL”) and is involved in its management through directors serving on the Boards of Directors of ICL .

For information regarding the Company's strategy, as approved by the Board of Directors in 2019 – including the principles guiding new investments and the continued value maximization of its investment in ICL – please see Part D, Section 16 of the Annual Periodic Report. In addition, for details regarding investments made under this strategy please refer to Notes 7 and 9 to the consolidated financial statements.

This Directors' Report is submitted as part of the 2025 periodic report and is presented on the assumption that the reader has access to the 2025 periodic report.

Certain Events Affecting the Company During the Reporting Period and Thereafter

- A. Subsequent to the reporting date, on March 25, 2026, the Company's Board of Directors decided to distribute a cash dividend to the shareholders, in the amount of approximately \$13 million. The record date is April 14, 2026 and the payment date is April 27, 2026 please see the Immediate Report dated March 25, 2026 (Reference No.: 2026-01-027306).
- B. On March 5, 2025, the Company completed an investment in, and acquisition of shares from shareholder of Prodalim Investments Ltd. (hereinafter – “Prodalim”). The Company invested approximately \$116 million, in exchange for approximately 29% of Prodalim's shares (approximately 27.5% on a fully diluted basis). Prodalim is an Israeli company engaged in creating natural solutions for various industries. Its products include concentrates, flavors and fragrances, beverage bases and other natural functional ingredients. In addition, Prodalim is developing and commercializing innovative technology focused on the developing world of reducing or removing alcohol from alcoholic beverages.
Subsequent to the reporting date, on February 24, 2026, Prodalim completed an initial public offering in the TASE, raising approximately NIS 370 million at a valuation of approximately NIS 2.1 billion. Following the IPO, the Company's holdings in Prodalim were diluted to approximately 23.26% on a fully diluted basis. The Company expects to recognize a capital gain in the first quarter of 2026, (based on Prodalim's September 30, 2025 and December 31, 2025, financial statements, the capital gain is expected to be approximately \$11 million). For additional details – please see Note 7 to the consolidated financial statements.
- C. Subsequent to the reporting date, on January 27, 2026, a binding agreement was signed between ICL, Dead Sea Works companies and the State of Israel, regarding the value of the assets of the subsidiaries: Dead Sea Works Ltd. (DSW), Dead Sea Bromine Ltd. and Dead Sea Magnesium Ltd. (“the Dead Sea Companies”) that are required for operation of the Dead Sea concession and relating to additional matters, including to ICL's rights under the Concession Law. For additional details – please see Note 18D(1) to the consolidated financial statements.
- D. On July 20, 2025, S&P Maalot reaffirmed the Company's credit rating of iIA+/stable and maintained a stable rating outlook.
- E. In June 2025, 2,401 options, granted under the 2020 Grant Plan, were exercised by employees and officers. In November 2025, additional 988 options under the 2020 Grant Plan were exercised by two officers. As a result of the exercises, the Company's share capital increased by 2,717 shares with a par value of NIS 1 each. There are no remaining unexercised options under the 2020 Grant Plan.
- F. On March 27, 2025, the Company's Board of Directors approved the distribution of a cash dividend to the shareholders, in the amount of approximately \$15 million. The effective date was April 9, 2025 and the dividend was paid on April 21, 2025. For additional details – please see the Immediate Report dated March 27, 2025 (Reference No.: 2025 01 021584).
- G. On March 5, 2025, a total of 24,297 options for shares of Prodalim were granted to the CEO, two officers and three additional employees of the Company. For additional details – please see Note 17I to the consolidated financial statements.

Certain Events Affecting the Company During the Reporting Period and Thereafter (Cont.)

- H. For details regarding the impacts of the war on the Company and on ICL – please see Note 1 to the consolidated financial statements.
- I. For data regarding a presentation of the Company's liabilities – please see the Company's Immediate report regarding the Company's liabilities by maturity date that the Company published on March 25, 2026 (Reference No.:2026-01-027279), the information included in which is included herein by means of reference.

For additional information regarding claims against the Company – please see Note 18B(1) to the consolidated financial statements.

Financial Position and Results of Operations

	For the three-month period ended December 31		For the year ended December 31	
	2025	2024	2025	2024
	\$ millions			
Total sales	1,701	1,601	7,153	6,841
Net income (loss) attributable to the owners of the Company	(37)	31	87	190
ICL	(32)	31	99	179
Prodalim ⁽¹⁾	(1)	-	2	-
Amortization of excess purchase cost	(2)	(1)	(8)	(4)
Financing, general and administrative expenses and other expenses	(2)	2	(9)	-
Tax income (expenses)	-	(1)	3	15
Reported Net income (loss) attributable to the owners of the Company	(37)	31	87	190

* Includes the Company and its wholly owned subsidiaries ("Headquarter Companies")

Net income of main investee companies (based on 100%)

Net income of ICL	(73)	70	226	407
Net income of Prodalim ⁽¹⁾	(2)	-	7	-

(1) The results of Prodalim have been included in the financial statements commencing from the acquisition date.
For further details, see Note 7 to the consolidated financial statements.

	As of December 31	
	2025	2024
	\$ Millions	
Total assets	13,590	12,490
Total current assets less total current liabilities	1,567	1,910
Total non current assets	8,688	8,014
Total non current liabilities	3,535	3,543
Balance of equity attributable to the owners of the Company	3,012	2,816

Financial Position and Results of Operations (Cont.)

Set forth below is the condensed consolidated quarterly statements of income

	Q1	Q2	Q3	Q4	Total
	2025				
	\$ Millions				
Sales	1,767	1,832	1,853	1,701	7,153
Cost of sales	1,208	1,279	1,250	1,234	4,971
Gross profit	559	553	603	467	2,182
R&D ,G&A , Selling and other expenses / (income)	378	374	377	487	1,616
Operating income	181	179	226	(20)	566
Financing expenses, net	(39)	(11)	(43)	(45)	(138)
Share in loss of equity accounted Investees	-	-	(1)	(2)	(3)
Income before taxes on income	142	168	182	(67)	425
Taxes on income	40	59	57	2	158
Net income for the year	102	109	125	(69)	267
Attributable to:					
The Company's owners	35	43	46	(37)	87
Non-controlling interests	67	66	79	(32)	180
Net income for the year	102	109	125	(69)	267

Sources of financing and liquidity of the Company and Headquarters companies

As of the reporting date, the total financial liabilities of the Company and Headquarters Companies amounted to approximately \$679 million. The aggregated fair value of the FX forward transactions and the currency and interest SWAP transactions economically decreases the liabilities by approximately \$31 million.

As of the reporting date, liquid assets of the Company and the Headquarters Companies amounted to approximately \$721 million.

The net financial assets of the Company and the Headquarters Companies as of the reporting date amounted to approximately \$73 million, compared with approximately \$126 million as of December 31, 2024. As of the reporting date, the Headquarters Companies had net financial assets less accrued interest, of approximately \$2 million

On March 27, 2025, the Company declared a cash dividend, of approximately \$15 million in accordance with its dividend policy. The dividend was paid on April 21, 2025.

Subsequent to the reporting date, on March 25, 2026, the Company declared a cash dividend, of approximately \$13 million in accordance with its dividend policy. The payment date is April 27, 2026.

On March 5, 2025, the Company acquired approximately 27.5% of the fully diluted share capital of Prodalim Investments Ltd. for a total consideration of approximately \$116 million. Subsequent to the reporting date, on February 24, 2026, Prodalim announced the results of its initial public offering, following the offering, the Company holds approximately 24.45% of Prodalim's share capital (23.26% on a fully diluted basis). For additional details – please see Note 7 to the consolidated financial statements.

During the reporting period, the Company made partial repayment of the principal of the debentures (Series 12, 13, 14 and 15) (net of hedging transactions), in an aggregated amount of approximately \$126 million. For additional details – please see Note 14E(1) to the consolidated financial statements.

In January 2025, the Company extended a loan agreement and an existing credit facility, in an aggregate amount of \$100 million for an additional one-year period from the signing date. The bank had an option to extend the period of the agreement for additional two years following the end of the first year which was exercised in January 2026. In November 2025, the Company extended a loan agreement of \$50 million for an additional three-years period from the signing date. For additional details – please see Note 14D(1)(e) to the annual financial statements.

During the reporting period, in February and August 2025, credit facilities totaling \$100 million, were extended for an additional one-year from their respective signing dates. Subsequent to the reporting date, in January and March 2026, the Company extended credit facilities totaling \$160 million for additional periods of one to three years from the signing date.

As of the reporting date, the Company was in compliance with all financial covenants provided in its financing agreements. For additional details – please see Note 14B(1) to the consolidated financial statements.

From time to time, the Company and the Headquarters Companies extend the repayment dates of long term loans. As of the reporting date, the average duration of the outstanding loans and debentures of the Company and the Headquarters Companies is approximately 1.9 years.

During the reporting period, the Company and the Headquarters Companies received dividends from ICL, totaling approximately \$99 million.

In accordance with the Company's dividend distribution policy, the net cash flows from dividends received by the Company from its investee companies in respect of earnings in 2025 (including dividend amounts received subsequent to the reporting date) totaled approximately \$103 million. For additional details – please see Note 20E(1) to the consolidated financial statements.

Company's credit ratings

On July 20, 2025, S&P Maalot reaffirmed the Company's credit rating of iIA+ with a stable outlook.

On July 17, 2024, S&P Maalot reaffirmed the Company's credit rating of iIA+ with a stable outlook.

Business overview of ICL GROUP Ltd.

ICL Group Ltd. is a global leader in agriculture, food and industrial solutions, utilizing its unique mineral resources and extensive expertise to address key sustainability challenges related to food security and access to essential minerals. ICL is focused on driving long-term growth through its specialty agriculture and food businesses, while strategically managing its bromine, potash, and phosphate mineral resources. ICL's global professional workforce is dedicated to expanding its growth engines and efficiently operating – both structurally and economically – while maintaining and optimizing its core operations. ICL's operations are organized under four segments: Industrial Products (Bromine), Potash, Phosphate Solutions and Growing Solutions.

ICL's principal assets include:

- Access to one of the world's richest, longest life and lowest cost sources of potash and bromine (the Dead Sea).
- A potash mine and processing facilities in Spain.
- Bromine compounds processing facilities in Israel, the Netherlands and China.
- A unique integrated phosphate value chain that extends from phosphate rock mines in Israel and in China to value added downstream products produced in facilities located in Israel, Europe, the US, Brazil, Australia and China. ICL's specialty phosphates serve the food industry by providing texture and stability solutions to the meat, meat alternatives, poultry, sea food, dairy and bakery markets, as well as numerous other industrial markets, such as metal treatment, water treatment, oral care, carbonated drinks, asphalt modification, paints and coatings and more.
- Polysulphate® resources in the UK.
- Customized, highly effective specialty fertilizers that provide improved value to growers, provide essential plant nutrition, optimize crop yields, and reduce environmental impact.
- A focused and highly experienced team of technical experts that develop production processes, new applications, formulations and products for ICL's agricultural and industrial markets.
- A strong crop nutrition sales and marketing infrastructure that optimizes distribution channels of commodity, specialty and semi-specialty fertilizers by leveraging its commercial excellence, global operational efficiency, region-specific knowledge, agronomic and R&D capabilities, logistical assets and customer relationships.
- Research & Development and Innovation: ICL benefits from its proximity to Israel's global-leading high-tech and agri-tech eco-system, as well as its vast agronomy and chemistry knowledge that ICL has accumulated over decades. ICL's extensive global R&D infrastructure includes 24 R&D and Innovation centers around the world that employ 300 highly experienced personnel who have obtained ICL's 945 active patents in 175 patent families. ICL's R&D unit supports the development of new, innovative products, applications and formulations for each of ICL's operating segments through internal research, employee ideation and collaborative research with third parties.
- An extensive global logistics and distribution network with operations in over 30 countries.

For the year ended December 31, 2025, ICL generated total sales of \$7,153 million, operating income of \$580 million, adjusted operating income of \$873 million, net income attributable to the shareholders of ICL of \$226 million and adjusted net income attributable to the shareholders of ICL of \$465 million. See "– Financial Results and Business Overview– A. Operating Results" below.

Sales in the Industrial Products segment totaled \$1,254 million, with operating profit attributable to the segment of \$220 million. The Potash segment generated sales of \$1,714 million and operating profit of \$298 million. The Phosphate Solutions segment reported sales of \$2,333 million and operating profit of \$342 million. Sales in the Growing Solutions segment totaled \$2,063 million, with operating profit attributable to the segment of \$135 million.

Business overview of ICL GROUP Ltd. (Cont.)

Overview (Cont.)

Industrial Products – The Industrial Products segment produces bromine derived from a solution that is a by product of the potash production process in Sodom, Israel, along with a range of bromine based compounds. Most of the bromine produced is used internally for the manufacture of bromine compounds at the segment's production facilities in Israel, the Netherlands and China. In addition, the Industrial Products segment produces several grades of salt, magnesium chloride and other specialty mineral products. Industrial Products is also engaged in the production and marketing of phosphorous based flame retardants and other phosphorus based specialty products.

Potash – ICL's Potash segment produces and sells primarily potash, salt, magnesium, as well as electricity. Potash is produced in Israel and Spain using an evaporation process to extract potash from the Dead Sea in Israel, and from conventional mining of an underground mine in Spain. The segment also produces and sells pure magnesium and magnesium alloys, as well as chlorine and sylvinit. In addition, the segment sells salt products produced at its potash site in Spain. ICL operates a power plant in Sodom which supplies electricity to ICL companies in Israel (as well as surplus electricity to external customers) and steam to all facilities at the Sodom site.

Phosphate Solutions – The Phosphate Solutions segment is based on a phosphate value chain, utilizing commodity phosphate products – such as phosphate rock and fertilizer-grade phosphoric acid ("green phosphoric acid") – to produce higher value added specialty products. The segment also produces and markets phosphate-based fertilizers. Phosphate rock is mined and processed from open-pit mines, with three located in Israel's Negev Desert and a fourth in Yunnan province, China. Sulphuric acid, green phosphoric acid and phosphate fertilizers are also produced in the facilities in Israel and China.

The Phosphate Solutions segment manufactures pure phosphoric acid by purifying green phosphoric acid. Pure phosphoric acid and green phosphoric acid are used to manufacture downstream products with high added value, such as phosphate salts and acids, for a wide range of food and industrial applications. Phosphate salts and acids are used in various industrial end markets such as oral care, cleaning products, paints and coatings, energy storage solutions, water treatment, asphalt modification, construction, metal treatment and more. The segment's products for the food industry include functional food ingredients and phosphate additives which provide texture and stability solutions for processed meat, meat alternatives, poultry, seafood, dairy products, beverages and baked goods. In addition, the segment supplies pure phosphoric acid to ICL's specialty fertilizers business.

Growing Solutions – The Growing Solutions segment aims to achieve global leadership in plant nutrition markets by enhancing its positions in its core markets of specialty agriculture, ornamental horticulture, turf and landscaping, targeting high-growth markets such as Brazil, India and China, by leveraging its unique R&D capabilities, substantial agronomic experience, global footprint, backward integration to potash, phosphate and polysulphate and chemistry know-how, as well as its ability to integrate and generate synergies from acquired businesses .

ICL is continuously working to expand its broad portfolio of specialty plant nutrition, plant stimulation and plant health solutions, which consists of enhanced efficiency and controlled release fertilizers (CRF), water soluble fertilizers (WSF), liquid fertilizers and straights (MKP/MAP/PeKacid), FertilizerpluS, soil and foliar micronutrients, secondary nutrients, biostimulants, soil conditioners, seed treatment products, and adjuvants.

The Growing Solutions segment develops, manufactures, markets and sells its products globally, mainly in South America, Europe, Asia, North America and Israel. It produces water soluble specialty fertilizers in Belgium, Israel and Spain, organic, ornamental horticulture, turf and landscaping products in the UK and the Netherlands, liquid fertilizers in Israel, Spain and China, straights soluble fertilizers in China and Israel, controlled release fertilizers in the Netherlands, Brazil and the US, FertilizerpluS products in the UK, the Netherlands and Germany, as well as secondary nutrients, biostimulants, soil conditioners, seed treatment products, and adjuvants in Brazil.

Other Activities - Other business activities include, among other things, ICL's innovative arm, promoting innovation, developing new products and services, as well as digital platforms and technological solutions for farmers and agronomists. This category includes Growers and Agmatix, innovative start-ups that are developing agricultural data processing and analysis capabilities for the future of agriculture. These activities are not presented as reportable segments as they do not meet the required quantitative thresholds.

ICL GROUP Ltd. (Cont.)

Financial Figures and non-GAAP Financial Measures of ICL GROUP Ltd:

	10-12/2025		10-12/2024		2025		2024	
	\$ millions	% of sales	\$ millions	% of sales	\$ millions	% of sales	\$ millions	% of sales
Sales	1,701	-	1,601	-	7,153	-	6,841	-
Gross profit	468	28	535	33	2,186	31	2,256	33
Operating income	(16)	(1)	147	9	580	8	775	11
Adjusted operating income (1)	223	13	190	12	873	12	873	13
Net income (loss) attributable to ICL's shareholders	(73)	(4)	70	4	226	3	407	6
Adjusted net income attributable attributable to ICL's shareholders (1)	121	7	104	6	465	7	484	7
Diluted earnings per share (in dollars)	(0.06)	-	0.06	-	0.18	-	0.32	-
Diluted adjusted earnings per share (in dollars)	0.09	-	0.08	-	0.36	-	0.38	-
Adjusted EBITDA (2)	380	22	347	22	1,488	21	1,469	21
Cash flows from operating activities	314	-	452	-	1,056	-	1,468	-
Purchases of property, plant and equipment and intangible assets	252	-	267	-	824	-	713	-

For 2026, ICL expects consolidated adjusted EBITDA to be between \$1.4 billion to \$1.6 billion. For Potash sales volumes, the company expects between 4.5 million and 4.7 million metric tons in 2026. (1a)

(1) See "Adjustments to Reported Operating and Net income (non-GAAP)" below.

(2) See "Adjusted EBITDA and Diluted Adjusted Earnings Per Share for the periods of activity" below.

ICL GROUP Ltd. (Cont.)

ICL discloses in this section non-IFRS financial measures titled adjusted operating income, adjusted net income attributable to ICL's shareholders, diluted adjusted earnings per share, and adjusted EBITDA. ICL's management uses adjusted operating income, adjusted net income attributable to ICL's shareholders, diluted adjusted earnings per share, and adjusted EBITDA to facilitate operating performance comparisons from period to period. ICL calculates its adjusted operating income by adjusting ICL's operating income to add certain items, as set forth in the reconciliation table under "Adjustments to reported operating, and net income (non-GAAP)" below. Some of these items may recur. ICL calculate its adjusted net income attributable to ICL's shareholders by adjusting its net income attributable to ICL's shareholders to add certain items, as set forth in the reconciliation table under "Adjustments to reported operating, and net income (non-GAAP)" below, excluding the total tax impact of such adjustments. ICL calculates its diluted adjusted earnings per share by dividing adjusted net income by the weighted-average number of diluted ordinary shares outstanding. ICL adjusted EBITDA is calculated as net income before financing expenses, net, taxes on income, share in earnings of equity-accounted investees, depreciation and amortization, and certain adjustments presented in the reconciliation table under "Consolidated adjusted EBITDA, and diluted adjusted Earnings Per Share for the periods of activity" below, which were adjusted for in calculating the adjusted operating income .

One should not view adjusted operating income, adjusted net income attributable to ICL's shareholders, diluted adjusted earnings per share or adjusted EBITDA as a substitute for operating income or net income attributable to ICL's shareholders determined in accordance with IFRS, and one should note that ICL's definitions of adjusted operating income, adjusted net income attributable to ICL's shareholders, diluted adjusted earnings per share, and adjusted EBITDA may differ from those used by other companies. Additionally, other companies may use other measures to evaluate their performance, which may reduce the usefulness of ICL's non-IFRS financial measures as tools for comparison. However, ICL believes adjusted operating income, adjusted net income attributable to ICL's shareholders, diluted adjusted earnings per share, and adjusted EBITDA provide useful information to both management and investors by excluding certain items that management believes are not indicative of ICL's ongoing operations. ICL's management uses these non-IFRS measures to evaluate ICL's business strategies and management performance. ICL believes that these non-IFRS measures provide useful information to investors because they improve the comparability of ICL's financial results between periods and provide for greater transparency of key measures used to evaluate ICL's performance .

(1a) ICL only provides guidance on a non-GAAP basis. ICL does not provide a reconciliation of forward-looking adjusted EBITDA (non-GAAP) to GAAP net income (loss), due to the inherent difficulty in forecasting, and quantifying certain amounts that are necessary for such reconciliation, in particular, because special items such as restructuring, litigation, and other matters, used to calculate projected net income (loss) vary dramatically based on actual events, ICL is not able to forecast on a GAAP basis with reasonable certainty all deductions needed in order to provide a GAAP calculation of projected net income (loss) at this time. The amount of these deductions may be material and therefore could result in projected GAAP net income (loss) being materially less than projected adjusted EBITDA (non-GAAP). The guidance speaks only as of the date hereof. ICL undertakes no obligation to update any of these forward-looking statements to reflect events or circumstances after the date of this news release or to reflect actual outcomes, unless required by law. ICL provides guidance for consolidated adjusted EBITDA and for its Potash business ICL provides sales volumes guidance. ICL believes this information provides greater transparency, as the price of potash has stabilized over the past few years and consolidated adjusted EBITDA is now a more relevant metric for investors to evaluate ICL's performance and compare its financial results between periods.

ICL presents a discussion in the period-to-period comparisons of the primary drivers of change in ICL's results of operations. This discussion is based in part on ICL's management best estimates of the impact of the main trends on ICL's businesses. ICL has based the following discussion on its financial statements. One should read such discussion together with ICL's financial statements.

ICL GROUP Ltd. (Cont.)

Adjustments to reported operating and net income (Non-GAAP):

	\$ millions			
	10-12/2025	10-12/2024	2025	2024
Operating income (loss)	(16)	147	580	775
Charges related to the security situation in Israel (1)	18	17	54	57
Impairment and write-off of assets and provision for site closure (2)	122	20	131	35
Provision for early retirement (3)	19	4	28	4
Legal proceedings (4)	80	2	80	2
Total adjustments to operating income	239	43	293	98
Adjusted operating income	223	190	873	873
 Net income (loss) attributable to ICL's shareholders	 (73)	 70	 226	 407
Total adjustments to operating income	239	43	293	98
Total tax adjustments (5)	(45)	(9)	(54)	(21)
Total adjusted net income attributable to ICL's shareholders	121	104	465	484

(1) For 2025 and 2024, reflects charges relating to the security situation in Israel.

(2) For 2025, reflects mainly asset write-offs resulting from the closure of LFP projects, impairment of assets in ICL's UK operation, and a small R&D activity in Israel, following the implementation of ICL's strategy, including efficiency and cost-reduction programs. It also includes asset write-offs related to a fire at Ashdod Port and two portfolio companies due to failed business continuity and funding. For 2024, reflects mainly a write-off of assets resulting from the closure of small sites in Israel and Turkey.

(3) For 2025 and 2024, provisions for early retirement due to restructuring at certain sites, as part of ICL's global efficiency plan.

(4) For 2025, reflects a provision for prior years following a Supreme Court ruling regarding water extraction fees in the Dead Sea concession area. For 2024, reflects reimbursement of arbitration costs associated with the Ethiopian potash project.

(5) For 2025 and 2024, reflects the tax impact of adjustments made to operating income.

ICL GROUP Ltd. (Cont.)

Calculation of the adjusted EBITDA was made as follows:

	\$ millions			
	10-12/2025	10-12/2024	2025	2024
Net income (loss) attributable to ICL's shareholders	(63)	81	280	464
Financing expenses, net	45	33	139	140
Taxes on income	2	33	161	172
Less: share in earnings of equity-accounted investees	-	-	-	(1)
Operating income (loss)	(16)	147	580	775
Depreciation and amortization	157	157	615	596
Adjustments (1)	239	43	293	98
Total adjusted EBITDA	380	347	1,488	1,469

(1) See "Adjustments to Reported Operating and Net income (non-GAAP)" above.

ICL GROUP Ltd. (Cont.)

Results of operations for the period October – December of 2025:

	\$ millions			
	Sales	Expenses	Operating income	
Q4 2024 figures	1,601	(1,454)	147	
Total adjustments Q4 2024 *	–	43	43	
Adjusted Q4 2024 figures	1,601	(1,411)	190	
Quantity	(49)	36	(13)	↓
Price	98	-	98	↑
Exchange rates	51	(72)	(21)	↓
Raw materials	-	(39)	(39)	↓
Energy	-	(3)	(3)	↓
Transportation	-	3	3	↑
Operating and other expenses	-	8	8	↑
Adjusted Q4 2025 figures	1,701	(1,478)	223	
Total adjustments Q4 2025 *	-	(239)	(239)	
Q4 2025 figures	1,701	(1,717)	(16)	

* See "Adjustments to reported operating and Net income (Non-GAAP)" above.

Quantity – The negative impact on operating income was due to lower sales volumes of potash, magnesium, phosphate fertilizers and FertilizerpluS products. This was partially offset by higher sales volumes of white phosphoric acid (WPA) and food specialties.

Price – The positive impact on operating income was primarily related to an increase of \$63 in the potash price (CIF) per tonne, as well as higher selling prices for bromine-based industrial solutions, bromine-based flame retardants, phosphate fertilizers, specialty agriculture products and FertilizerpluS products. This was partially offset by lower selling prices for food specialties.

Exchange rates – The unfavorable impact on operating income was mainly due to higher operational costs resulting from the appreciation of the average exchange rate of the euro, the Israeli shekel and the Brazilian real against the US dollar, which outweighed the positive impact on sales from the appreciation of the average exchange rate of the euro and the Brazilian real against the US dollar.

Raw materials – The negative impact on operating income was due to higher costs of sulphur, commodity fertilizers and nitrogen. This was partially offset by lower costs of ammonia.

Transportation – the positive impact on operating income resulted from lower inland and marine transportation costs.

Operating and other expenses – The positive impact on operating income was primarily related to lower operational costs.

ICL GROUP Ltd. (Cont.)

Results of operations for the Year 2025:

	\$ millions			
	Sales	Expenses	Operating	
YTD 2024 figures	6,841	(6,066)	775	
Total adjustments YTD 2024 *	-	98	98	
Adjusted YTD 2024 figures	6,841	(5,968)	873	
Quantity	(56)	30	(26)	↓
Price	298	-	298	↑
Exchange rates	70	(113)	(43)	↓
Raw materials	-	(129)	(129)	↓
Energy	-	(2)	(2)	↓
Transportation	-	34	34	↑
Operating and other expenses	-	(132)	(132)	
Adjusted YTD 2025 figures	7,153	(6,280)	873	
Total adjustments YTD 2025 *	-	(293)	(293)	
2025 YTD figures	7,153	(6,573)	580	

* See "Adjustments to reported operating and net income (Non GAAP)" above.

Quantity – The negative impact on operating income was mainly due to lower sales volumes of potash, bromine-based flame retardants, elemental bromine and FertilizerpluS products. This was partially offset by higher sales volumes of WPA, food specialties, phosphate fertilizers, industrial salts, MAP used as raw materials for energy storage solutions, phosphorus-based flame retardants, clear brine fluids and specialty agriculture products.

Price – The positive impact on operating income was primarily related to an increase of \$34 in the potash price (CIF) per tonne, as well as higher selling prices of phosphate fertilizers, specialty agriculture products, FertilizerpluS products, bromine- and phosphorus-based flame retardants, elemental bromine, and specialty minerals products. This was partially offset by lower selling prices of food specialties and WPA.

Exchange rates – The unfavorable impact on operating income was mainly due to higher operational costs resulting mainly from the appreciation of the average exchange rate of the euro and the Israeli shekel against the US dollar, which outweighed their positive impact on sales. This impact was partially offset by a favorable impact from the Brazilian real depreciation.

Raw materials – The negative impact on operating income was primarily related to higher costs of sulphur, commodity fertilizers and nitrogen. This was partially offset by lower costs of ammonia and raw materials used in the production of industrial solutions products.

Transportation – The positive impact on operating income was due to reduced marine transportation costs, primarily to Brazil, China and India.

Operating and other expenses – The negative impact on operating income was primarily related to higher maintenance and operational costs, as well as higher royalties' payments.

ICL GROUP Ltd. (Cont.)

Financing expenses, net

Net financing expenses for the year ended December 31, 2025, amounted to \$139 million compared to \$140 million in 2024, a decrease of \$1 million.

Tax Expenses

In 2025, ICL reported tax expenses totaled \$161 million, compared to \$172 million in 2024, reflecting an effective tax rate of 37% and 27%, respectively. The relatively higher effective tax rate in 2025 was primarily attributable to the recognition of an impairment in ICL's UK operation for which no deferred tax benefit was recorded.

ICL Segment Information

Principal Factors affecting ICL's Results of Operations and Financial Condition

Global politics, macroeconomic divergence, ongoing conflicts, climate volatility, and evolving trade policies continue to shape ICL's end markets in 2025, influencing both agricultural demand fundamentals and input cost dynamics. Against this backdrop, global crop markets have remained relatively weak, while fertilizer prices—following their sharp correction from the 2022–2023 peaks—stabilized throughout 2024 and have firmed in 2025 compared with 2024 levels. This combination of softer crop prices and strengthening fertilizer prices has pressured farmer affordability, particularly for phosphate-based fertilizers. Elevated sulphur prices, a key raw material in phosphate production, have contributed to higher phosphate costs, further tightening farmer margins and leading to more cautious purchasing patterns and disciplined application decisions across several key regions. More broadly, pricing dynamics remain sensitive to weather disruptions, energy markets, logistics constraints, and raw material volatility, reinforcing continued uncertainty across agricultural supply chains.

Global inflation moderated further in 2025 compared with its post-pandemic highs, enabling additional policy rate cuts by major central banks, including the US Federal Reserve and the European Central Bank. While monetary conditions have gradually eased, real interest rates remain restrictive in several regions, and financing costs are still elevated relative to the pre-2020 period. Persistent structural pressures—tight labor markets, higher wage baselines, fiscal deficits, and elevated sovereign debt—continue to constrain policy flexibility and create a complex operating environment for capital-intensive industries.

Currency markets introduced an additional layer of complexity in 2025. The weakening of the US dollar against major market currencies, including a notable depreciation versus the Israeli shekel, has adversely impacted profitability for export-oriented operations with a cost base partially denominated in stronger local currencies.

Heading further into 2025, the global economy faces a more fragmented growth outlook. Geopolitical tensions in Eastern Europe and the Middle East, alongside strategic competition among major economies, continue to pose risks to energy markets and global trade flows. Trade policy uncertainty has increased, with the expansion and reconfiguration of tariffs, targeted export controls, and industrial policy measures influencing cross-border investment and sourcing decisions. In particular, selective tariff increases and subsidy regimes in key markets are reshaping supply chains, accelerating regionalization trends, and raising input costs in certain segments. Meanwhile, uneven growth in China, modest expansion in the United States, and subdued momentum in parts of Europe contribute to continued variability in commodity demand and capital investment, reinforcing the need for operational agility and disciplined cost management.

ICL's financial statements are presented in US dollars. Most sales are in dollars, with some in euros, and certain Israeli expenses in shekels. Shekel devaluation improves profitability, while euro devaluation reduces it. In 2025, results were negatively affected by shekel appreciation partially offset by the hedging impacts and the Brazilian real depreciation.

ICL hedges certain exposures, including sales and operating expenses not denominated in ICL's functional currency, particularly NIS and other non-functional currencies, as well as exposure to marine transportation and energy prices. The extent of ICL's hedging activities is determined by management based on estimates of sales and operating expenses and expectations regarding market conditions.

Energy expenses represented approximately 7% and 6% of total operating costs in 2025 and 2024, respectively, reflecting a 28% year-over-year increase, mainly driven by electricity and natural gas expenses.

ICL GROUP Ltd. (Cont.)

ICL Segment Information (Cont.)

ICL is a major natural gas consumer in Israel and has transitioned key facilities to natural gas, reducing emissions, improving output quality, and lowering maintenance costs. For further information, including details of the specific natural gas purchasing agreements undertaken by ICL, please see Note 18C(2) to the consolidated financial statements

Marine transportation expenses in 2025 and 2024 amounted to approximately \$249 million and \$287 million, respectively, comprising 4% of ICL's total operating costs for each year. The decrease is primarily attributed to decreasing marine transportation costs.

ICL GROUP Ltd. (Cont.)

Industrial Products segment

Industrial Products segment Trends

ICL's Industrial Products segment is closely tied to activity levels across various industries, including electronics, construction, automotive, oil drilling, furniture, pharmaceutical, agro, textile and water treatment.

In 2025, approximately 46% of global bromine consumption was attributed to flame-retardants, around 22% was used in clear brine fluids, while the remaining share was utilized in chemical intermediates, industrial applications, water treatment, and other specialized uses.

Below are the trends of the business lines main activities:

Flame retardants: In 2025, demand remained weak across all flame-retardant applications, mainly due to subdued activity in end markets — particularly the building and construction sectors. This was largely driven by ongoing economic challenges in China and Europe which negatively impacted consumer goods consumption.

ICL's phosphorus-based flame retardants also faced soft demand, compounded by global economic conditions and excess production capacity in China, which exerted downward pressure on prices. However, ICL's successful anti-dumping claims in the EU and US during 2024-2025 against imports of tris (2-chloro-1-methylethyl) phosphate (TCPP) from China resulted in the EU imposing 63% duties and the US imposing 200% duties. These trade measures supported stronger sales volumes and improved pricing during 2025 .

While regulatory pressure on plastic additives continues, emerging global trends such as electric vehicles (EV), automation, digitalization, and energy-efficient construction are supporting growing demand for new flame retardants that meet evolving regulatory standards.

Industrial Solutions: In 2025, demand for elemental bromine remained soft, particularly in the flame retardants and agro markets, reflecting global economic dynamics. Demand in agro market was low, mainly due to high inventory levels in end markets. Industrial Services, specifically functional fluids, experienced stable demand. Similarly, clear brine fluids maintained steady demand, consistent with typical drilling activity cycles.

Specialty minerals: In 2025, magnesia and calcium products were characterized by higher competition across most applications. Solid $MgCl_2$ - usage increased, mainly due to its expended use as a prime de-icer following a favorable winter season. Since the end of 2022, Packed KCL market has experienced an excess supply of KCL which has significantly increased competition. Consequently, ICL implemented a price reduction strategy in 2024, which enabled ICL to maintain its market share in 2025. In pure KCL, ICL experienced increased demand, particularly for sodium replacer and pharmaceutical applications.

ICL GROUP Ltd. (Cont.)

Results of operations and key indicators

\$ millions	10-12/2025	10-12/2024	2025	2024
Segment sales	296	280	1,254	1,239
Sales to external customers	294	275	1,238	1,220
Sales to internal customers	2	5	16	19
Segment operation income	52	55	220	224
Depreciation and amortization	16	15	60	57
Segment EBITDA	68	70	280	281
Current capital expenditures	28	38	81	94

Segment of operations for the period October – December of 2025:

	\$ millions			
	Sales	Expenses	Operating income	
Q4 2024 figures	280	(225)	55	
Quantity	(13)	10	(3)	↓
Price	24	-	24	↑
Exchange rate	5	(13)	(8)	↓
Raw materials	-	1	1	↑
Energy	-	(1)	(1)	↓
Transportation	-	4	4	↑
Operating and other expenses	-	(20)	(20)	↓
Q4 2025 figures	296	(244)	52	

Quantity – The negative impact on operating income was primarily due to lower sales volumes of bromine-based flame retardants and phosphorus-based industrial solutions, partially offset by higher sales volumes of clear brine fluids.

Price – The positive impact on operating income was primarily due to higher selling prices of bromine-based industrial solutions, bromine-based flame retardants, specialty minerals, and phosphorus-based flame retardants.

Exchange rates – The unfavorable impact on operating income was mainly driven by higher operational costs due to the appreciation of the average exchange rate of the Israeli shekel against the US dollar, which outweighed the positive impact on sales from the euro's appreciation.

Operating and other expenses – The negative impact on operating income was mainly related to higher operational costs.

ICL GROUP Ltd. (Cont.)

Segment of operations for the Year 2025:

	\$ millions			
	Sales	Expenses	Operating income	
YTD 2024 figures	1,239	(1,015)	224	
Quantity	(58)	42	(16)	↓
Price	63	-	63	↑
Exchange rate	10	(23)	(13)	↓
Raw materials	-	11	11	↑
Energy	-	(2)	(2)	↓
Transportation	-	1	1	↑
Operating and other expenses	-	(48)	(48)	↓
YTD 2025 figures	1,254	(1,034)	220	

Quantity – The negative impact on operating income was primarily related to a decrease in sales volumes of bromine-based flame retardants, elemental bromine and phosphorus-based industrial solutions. This impact was partially offset by higher sales volumes of phosphorus-based flame retardants and clear brine fluids.

Price – The positive impact on operating income was due to higher selling prices of elemental bromine, phosphorus- and bromine-based flame retardants and specialty minerals. This was partially offset by decreased prices of clear brine fluids.

Exchange rate – The negative impact on operating income was mainly due to higher operational cost resulted from the appreciation of the average exchange rate of the Israeli shekel and the euro against the US dollar, partially offset by higher sales driven by the stronger euro.

Raw materials – The positive impact on operating income was driven by decreased raw materials costs.

Operating and other expenses – The negative impact on operating income was primarily related to higher operational expenses.

ICL GROUP Ltd. (Cont.)

The Potash segment**Potash segment Trends:**

The 2024/25 and 2025/26 crop cycles benefited from mostly favorable weather, supporting yields in key regions, and generally weighing on prices. While corn, wheat, and rice prices decreased by 2.1%, 9.7%, and 30.4% respectively year-over-year, soy price increased by 6.7% in 2025.

Corn production for 2024/25 and 2025/26 crop cycles is projected at 1.2-1.3 billion tonnes, above the five-year average of 1.2 billion tonnes, driven mostly by higher outputs in the Americas. In the US, planted area increased by 5% to 95-million acres in 2025/26, as farmers favoured corn over soybeans due to growing concerns over US-China trade relations. Production was further supported by near-ideal growing conditions, which boosted yields by 4% year-over-year. In Latin America, Brazil delivered a record 126 million tonnes during the 2025 Safrinha, and Argentina produced 50 million tonnes despite early weather challenges.

Soy production is also tracking higher, estimated at 427 million tonnes for 2024/25 and 426 million tonnes for 2025/26 (the prior five-year average of 369 million tonnes). This growth is driven primarily by Brazil, reflecting expanded planted area, strong yields, and market opportunism following strained US-China relations. Meanwhile, wheat production is recovering, with output estimated at 842 million tonnes for 2025/26, supported by improved production in Europe and record levels in Australia.

Nevertheless, rising consumption continues to tighten supply buffers. According to the US Department of Agriculture's (USDA) January 2026 WASDE report, the stock-to-use ratio is projected to decline to 26-27%, down from the five-year average of 29%. This indicates that the market remains exposed to price volatility from any future supply disruption.

Global potash market – average prices and imports:

Average price		2025	2024	Change versus 2024
Granular potash – Brazil	CFR spot (\$ per ton)	348	299	16.4%
	CIF spot/contract (€ per ton)	355	349	1.7%
Granular potash – Northwest Europe				
Standard potash – Southeast Asia	CFR spot (\$ per ton)	348	294	18.4%
Potash imports				
To Brazil	Millions of tons	13.3	13.4	(0.7)%
To China	Millions of tons	12.8	12.6	1.6%
To India	Millions of tons	2.9	3.1	(6.5)%

Sources: CRU (Fertilizer Week Historical Price: December 2025), SIACESP (Brazil), United Port Services (Brazil), FAI (India), Chinese customs data, Global Trade Tracker (GTT).

As for potash, 2025 marked a turning point after two consecutive years of decreased prices. Early in the year, supply tightened following Belaruskali's announcement of production cuts. At the same time, uncertainty emerged with the introduction of new US import tariffs, which initially appeared to include Canadian MOP. Although potash was later exempt, global prices had already reacted upward. By the end of the first quarter, spot prices for granular potash in Brazil and Europe, as well as standard potash in Southeast Asia, were 6-13% higher quarter-over-quarter.

The positive momentum strengthened through the second quarter of 2025, as favorable affordability and robust demand pushed spot prices even higher. By mid-year, new contracts were concluded, first with India at \$349/mt, and then with China at \$346/mt, reflecting increases of \$65 and \$73 /mt, respectively.

During the second half of the year, sentiment weakened as softer agricultural fundamentals reduced fertilizer demand, causing most spot potash prices to stabilize or decline in the third and fourth quarters. Nevertheless, the year closed on a positive note when China, facing low inventories, agreed to a 2026 contract at \$348/mt in late November.

ICL GROUP Ltd. (Cont.)

Magnesium trends

In 2025, demand in the aluminum market, in which magnesium is utilized as a strengthening element, as well as in the automotive sector, was relatively soft due to global economic uncertainty impacting end consumers.

Results of operations and key indicators– Potash

\$ millions	10-12/2025	10-12/2024	2025	2024
Total sales	473	422	1,714	1,656
Potash sales to external customers	370	315	1,308	1,237
Potash sales to internal customers	27	30	89	95
Other and eliminations*	76	77	317	324
Gross profit	163	162	622	650
Segment operating income	86	69	298	250
Depreciation and amortization	64	61	254	242
Segment EBITDA	150	130	552	492
Capital expenditures	124	116	367	332
Potash price CIF (in dollars per ton)	348	285	333	299

* Primarily includes salt produced in Spain, metal magnesium-based products, chlorine and sales of surplus electricity produced by ICL's power plant at the Dead Sea in Israel.

Potash – production and sales

thousands tonnes	10-12/2025	10-12/2024	2025	2024
Production	1,222	1,178	4,377	4,502
Total sales (including internal sales)	1,200	1,259	4,320	4,556
Closing inventory	286	229	286	229

Fourth quarter 2025

Production – Production was 44 thousand tonnes higher year-over-year, mainly due to a planned production shutdown at ICL's Spanish plant in Q4 2024 that reduced production in that period.

Sales – The quantity of potash sold decreased by 59 thousand tonnes year-over-year due to adverse weather conditions toward year-end that disrupted loading operations at Ashdod Port and led to lower sales volumes mainly in the US and Europe.

Year 2025

Production – Production was 125 thousand tonnes lower year-over-year, mainly due to operational challenges.

Sales – The quantity of potash sold was 236 thousand tonnes lower year-over-year, mainly due to lower production in the first half of the year and adverse weather conditions toward year-end that disrupted loading operations at Ashdod Port, leading to reduced sales volumes primarily in the US and South America.

ICL GROUP Ltd. (Cont.)

Segment of operations for the period October – December of 2025

	\$ millions			
	Sales	Expenses	Operating income	
Q4 2024 figures	422	(353)	69	
Quantity	(11)	1	(10)	↓
Price	55	-	55	↑
Exchange rate	7	(13)	(6)	↓
Raw materials	-	2	2	↑
Energy	-	(6)	(6)	↓
Transportation	-	(1)	(1)	↓
Operating and other expenses	-	(17)	(17)	↓
Q4 2025 figures	473	(387)	86	

Quantity – The negative impact on operating income was primarily due to lower potash sales volumes in the US and Europe, as well as decreased sales volumes of magnesium. This was partially offset by higher potash sales volumes in China, India and Brazil.

Price – The positive impact on operating income was primarily driven by a \$63 year-over-year increase in the potash price (CIF) per tonne.

Exchange rates – The unfavorable impact on operating income was mainly due to higher operational costs resulting from the appreciation of the average exchange rate of the euro and the Israeli shekel against the US dollar, which outweighed their positive impact on sales.

Energy – The negative impact on operating income was primarily driven by higher water fees and electricity prices.

Operating and other expenses – The negative impact on operating income was primarily related to higher maintenance and operational costs, as well as higher royalty payments.

ICL GROUP Ltd. (Cont.)

Segment of operations for the Year 2025:

	\$ millions			
	Sales	Expenses	Operating income	
YTD 2024 figures	1,656	(1,406)	250	
Quantity	(60)	38	(22)	↓
Price	102	-	102	↑
Exchange rate	16	(31)	(15)	↓
Raw materials	-	3	3	↑
Energy	-	(9)	(9)	↓
Transportation	-	24	24	↑
Operating and other expenses	-	(35)	(35)	↓
YTD 2025 figures	1,714	(1,416)	298	

Quantity – The negative impact on operating income was primarily due to lower potash sales volumes in the US, as well as decreased sales volumes of magnesium, partially offset by higher potash sales volumes, mainly in Europe and India.

Price – The positive impact on operating income was primarily driven by a \$34 year-over-year increase in the potash price (CIF) per tonne.

Exchange rates – The unfavorable impact on operating income was mainly due to higher operational costs resulting from the appreciation of the average exchange rate of the euro and the Israeli shekel against the US dollar, partially offset by higher sales driven by the stronger euro and pound.

Energy – The negative impact on operating income was primarily due to higher water fees.

Transportation – The positive impact on operating income was primarily due to reduced marine transportation costs, primarily to Brazil, China and India.

Operating and other expenses – The negative impact on operating income was primarily related to higher maintenance and operational costs, as well as higher royalties' payments.

ICL GROUP Ltd. (Cont.)**Phosphate Solutions segment****Trends affecting Phosphate Solutions segment**

Key phosphate fertilizer benchmarks recorded an average year-over-year increase of 20% in 2025. The market opened the year with strong momentum, underpinned by favorable growing conditions, concerns over the impact of new tariffs, and limited international availability from China. However, dynamics shifted notably midway through the third quarter as affordability concerns intensified. This sentiment shift triggered a period of buyer caution and price corrections, creating a challenging environment for producers; finished fertilizer prices declined just as raw material costs, specifically sulphur, surged, severely compressing industry margins. Developments in the key phosphate markets are described below.

Throughout 2025, the Chinese government prioritized domestic fertilizer availability through stringent export management. During the first five months, DAP/MAP exports dropped below 200,000 tonnes, a significant decline from the 1.6 million tonnes recorded in 2024 and the five-year average of 2.4 million. This policy successfully mitigated domestic inflation, with local DAP benchmarks rising less than international prices, despite an increase of exports of superphosphate and NP fertilizers.

Following the easing of seasonal domestic demand, an export window opened between June and November. Shipments reached 4.9 million metric tonnes—marginally exceeding the five-year average—which increased global supply and softened international prices. However, the government re-imposed restrictions in the fourth quarter, signaling that 2026 may see stricter grade limitations and a more constrained export timeframe.

India's phosphate trade began 2025 on a subdued note, mirroring the slow start seen in China. Importers initially deferred purchases, anticipating that weak demand in the first half would soften international pricing, a move intended to improve retail economics and alleviate government subsidy pressures. However, this strategy proved ineffective. Restricted Chinese exports kept Indian inventories critically low just as a robust monsoon catalyzed strong farm demand. Forced to rebuild stock aggressively, importers drove prices upward; DAP peaked at \$812 per tonne in July 2025, approximately \$260 above the previous year's levels. Prices began to ease toward year-end; despite continued firm local demand, improved stock levels and shifting international sentiment pressured values downward.

The US phosphate market experienced significant volatility in 2025, defined by shifting trade policies and fluctuating agricultural economics. While imports from Morocco and Russia have been subject to countervailing duties (CVDs) since 2020, the Trump Administration introduced broad tariffs on most foreign phosphate suppliers in early 2025, raising import costs and supporting higher domestic prices. Despite these measures, farmer sentiment remained strong in the first half of the year, supported by a weaker US dollar and improved agricultural export economics. Consequently, US farmers planted more than 95 million acres of corn, a 5% year-over-year increase, which underpinned fertilizer demand. As a result, DAP FOB NOLA prices rose from \$578 per short tonne (\$637/mt) at the end of 2024 to a peak of \$805 per short tonne (\$887/mt) in August 2025.

Market dynamics shifted in the second half of the year, with DAP FOB NOLA prices corrected by \$190 per short tonne (\$209/mt) by year-end. While seasonal price adjustments are typical, the magnitude of this decline was exacerbated by buyer caution and weaker-than-expected Autumn Fill demand. Import data reflects this contraction, with DAP/MAP volumes for the first nine months down 40% year-over-year and 31% below the five-year average. Regulatory developments also influenced the market significantly in the fourth quarter. In October, the US Senate initiated an investigation into competition within the seed and fertilizer sectors; shortly thereafter, in November, the Administration removed tariffs on most fertilizers.

Despite a weather-delayed start to the year, Brazilian market liquidity improved consistently throughout the first quarter as conditions for the Safrinha corn crop stabilized. Optimism regarding potential agricultural gains from US/China trade tensions fueled bullish sentiment, driving importers to secure stock. This momentum pushed phosphate prices significantly higher; by the end of the second quarter, MAP and TSP reached \$755 per tonne and \$595 per metric tonne, respectively, marking a year-on-year increase of approximately \$140-145.

The market trend reversed in the second half of the year as sentiment turned negative. MAP CFR Brazil peaked at \$760/mt in early July before undergoing a steady decline, ending the year at \$630/mt. This correction was driven by a deterioration in fundamentals: expected benefits from trade tensions failed to materialize as soybean prices underperformed and credit tightened. Simultaneously, firm import volumes led to a buildup of domestic inventories. By year-end, high prices and affordability constraints had significantly altered the consumption mix. Eleven-month data highlight a reduction in DAP/MAP imports relative to the five-year average, contrasted by growth in TSP and SSP volumes as buyers pivoted toward more affordable alternatives.

The Indian phosphoric acid price rose consistently throughout 2025 from \$1,055 per tonne P_2O_5 in the first quarter, to \$1,290 per metric tonne P_2O_5 in the final quarter. Contracts are typically negotiated on a quarterly basis and tend to reflect movements in DAP/MAP prices, while also being influenced by raw material cost trends.

Sulphur availability and prices have posed serious concerns through 2025. Firm demand from the metals sector in Southeast Asia, and the phosphate sector in China, coupled with tight availability, particularly from Russia and other countries in the Former Soviet Union (FSU), drove FOB Middle East prices up from \$165 per tonne at the end of 2024, to \$515 per tonne by the end of 2025.

ICL GROUP Ltd. (Cont.)

Global Phosphate commodities market - average prices:

Average price	Dollar per ton	2025	2024	Change versus 2025
DAP	CFR India Bulk Spot	720	587	23%
TSP	CFR Brazil Bulk Spot	555	465	19%
SSP	CPT Brazil inland 18-20%P ₂ O ₅ Bulk Spot	296	283	5%
Sulphur	Bulk FOB Adnoc Monthly Bulk contract	286	100	186%

Source: CRU (Fertilizer Week Historical Prices, December 2025).

In 2025, global phosphate specialties sales increased year-over year despite a continued competitive market environment. Prices experienced pressure due to overcapacity in the market resulting from new production capacities and lower input costs. Furthermore, slow economic growth rates fueled competition for market share and volumes. Food-grade white phosphoric acid sales were stable compared to 2024, with higher volume offset by lower selling prices. Volumes for industrial specialties and food products experienced a significant uptick during the year, while prices decreased in line with raw material costs. The Battery Materials market in China experienced an upward trend, with demand increasing at higher prices compared to the previous year.

Results of operations and key indicators

\$ millions	10-12/2025	10-12/2024	2025	2024
Total sales	518	507	2,333	2,215
Sales to external customers	471	475	2,156	2,049
Sales to internal customers	47	32	177	166
Segment Operating income	76	81	342	358
Depreciation and amortization	45	51	186	191
Segment EBITDA	121	132	528	549
Capital expenditures	94	147	336	340

- (1) For Q4 2025, Phosphate Specialties accounted for \$324 million of segment sales, \$41 million of operating income, \$12 million of D&A and \$53 million of EBITDA, while Phosphate Commodities accounted for \$194 million of segment sales, \$35 million of operating income, \$33 million of D&A and represented \$68 million of EBITDA.
- (2) For 2025, Phosphate Specialties accounted for \$1,332 million of segment sales, \$157 million of operating income, \$49 million of D&A and \$206 million of EBITDA, while Phosphate Commodities accounted for \$1,001 million of segment sales, \$185 million of operating income, \$137 million of D&A and \$322 million of EBITDA.

ICL GROUP Ltd. (Cont.)

Segment of operations for the period October – December of 2025

	\$ millions			
	Sales	Expenses	Operating income	
Q4 2024 figures	507	(426)	81	
Quantity	(21)	16	(5)	↓
Price	23	-	23	↑
Exchange rate	9	(13)	(4)	↓
Raw materials	-	(36)	(36)	↓
Energy	-	1	1	↑
Transportation	-	(1)	(1)	↓
Operating and other expenses	-	17	17	↑
Q4 2025 figures	518	(442)	76	

Quantity – The negative impact on operating income was primarily due to lower sales volumes of phosphate fertilizers, partially offset by higher sales volumes of white phosphoric acid (WPA), phosphate-based food additives, and of MAP used as a raw material for energy storage solutions.

Price – The positive impact on operating income was primarily due to higher selling prices of phosphate fertilizers and salts, partially offset by lower selling prices of phosphate-based food additives.

Exchange rates – The unfavorable impact on operating income was mainly due to higher operational costs resulting from the appreciation of the average exchange rate of the euro, Chinese yuan and the Israeli shekel against the US dollar, partially offset by higher sales driven primarily by stronger euro and yuan.

Raw materials – The negative impact on operating income was primarily due to higher sulphur costs.

Operating and other expenses – The positive impact on operating income was primarily related to lower operational expenses.

ICL GROUP Ltd. (Cont.)

Segment of operations for the Year 2025:

	\$ millions			
	Sales	Expenses	Operating income	
YTD 2024 figures	2,215	(1,857)	358	
Quantity	27	(6)	21	↑
Price	73	-	73	↑
Exchange rate	18	(21)	(3)	↓
Raw materials	-	(96)	(96)	↓
Energy	-	(1)	(1)	↓
Transportation	-	9	9	↑
Operating and other expenses	-	(19)	(19)	
YTD 2025 figures	2,333	(1,991)	342	

Quantity – The positive impact on operating income was primarily due to higher sales volumes of phosphate fertilizers, WPA, phosphate-based food additives, salts and MAP used as raw materials for energy storage solutions.

Price – The positive impact on operating income was primarily related to higher selling prices of phosphate fertilizers and MAP used as raw materials for energy storage solutions. This was partially offset by lower selling prices of phosphate-based food additives, WPA and salts.

Exchange rate – The unfavorable impact on operating income was mainly due to higher operational costs resulting mainly from the appreciation of the average exchange rate of the euro and the Israeli shekel against the US dollar. This impact was partially offset by higher sales resulting mainly from the appreciation of the British pound.

Raw materials – The negative impact on operating income was primarily due to higher costs of Sulphur, partially offset by lower cost of ammonia.

Transportation – The positive impact on operating income was due to a decrease in marine and inland transportation costs.

Operating and other expenses – The negative impact on operating income was primarily related to higher maintenance and operational expenses.

ICL GROUP Ltd. (Cont.)

Growing Solutions segment

Growing Solutions segment Trends

The Growing Solutions segment serves the agriculture and Turf & Ornamental markets. A key trend is the expansion of traditional commodity producers into specialty fertilizers, offering more specialized and higher-value products. Additionally, the industry is witnessing consolidation through acquisitions and mergers, with larger players absorbing smaller specialty fertilizer companies worldwide.

Specialty Agriculture markets

The Specialty agriculture markets encompass open-field crops such as rice, corn, potatoes, vegetables, fruits, as well as orchards and greenhouses .

ICL's product portfolio for this sector includes eight main groups: (1) soluble fertilizers, including water-soluble straights like MKP, MAP and PeKacid, along with water soluble NPK blends (WSNPK); (2) Micronutrients; (3) controlled release fertilizers (CRF); (4) liquid NPKs; (5) seed treatment; (6) biostimulants; (7) adjuvants; and (8) soil conditioners .

The specialty agriculture markets continue to grow steadily, driven by rising global population, limited arable land, and evolving regulatory frameworks. Increasingly stringent regulations at local and national levels are encouraging more efficient fertilizer use, such as China's restrictions on nitrogen application and measures to limit nitrogen leaching across several European countries. Demand remains particularly strong in key markets like China, India, and Brazil, while Europe shows more moderate growth. However, the growth of Controlled Release Fertilizers (CRF) in Europe is expected to be robust, supported by initiatives such as the European Green Deal and the Farm to Fork strategy .

The Controlled Release Fertilizer (CRF) market is expanding globally, with notable growth in China, where both demand and production capacity have risen significantly – driven primarily by producers like Kingenta and Moith. In the US, the market is also growing, although capacity expansion is mainly focused on lower-grade CRFs from companies such as Nutrien and Pursell. In Brazil, CRF adoption is accelerating rapidly, supported by the region's challenging climate and poor soil conditions. While field trials have demonstrated the clear economic and environmental benefits of CRF use, broader adoption remains limited due to its higher cost relative to traditional fertilizers.

In October 2024, the EU Commission published new biodegradability criteria for coating agents used in Controlled Release Fertilizers (CRFs), which will take effect on October 17, 2028. From that date, all CRFs sold in the EU must comply with these standards. In response, ICL has developed innovative biodegradable CRF technologies under the eqo.x and eqo.s brands, ensuring compliance ahead of the regulatory deadline.

The soluble fertilizer market continues to evolve, with some commodity- focused producers enhancing their presence in specialty fertilizers. In China, government's policies aimed at improving fertilizer efficiency and reducing overall consumption have led to a sharp increase in WSNPK blending supply. Similarly, in India, the adoption of drip irrigation systems is accelerating the shift toward water-soluble fertilizers, which are seen as more efficient than conventional fertilizers. Consequently, compound NPK producers are exploring new growth opportunities, contributing to increased WSNPK supply.

In China, rising demand for specialty fertilizers is driven by the expansion of high-value crops, which offer promising returns. At the same time, shifts in farming practices – driven by weather variability, diverse crop types, and a shrinking agricultural labor force – are increasing reliance on drip irrigation. These trends are solidifying China's position as the world's largest fertigation market.

ICL GROUP Ltd. (Cont.)

Turf and Ornamental Horticulture Markets:

Turf and Landscape

The segment's Turf and Landscape business serves the professional turf market (including golf courses and sports fields) as well as the landscape and lawn care markets.

In 2025, the professional turf market experienced stronger demand during the spring compared to 2024, with notable growth across most product categories particularly in the professional sport and golf sectors. Favorable and mild weather conditions early in the year led to an earlier start to the fertilizer application season. However, mid-year granular fertilizers applications were somewhat limited due to drought conditions in Europe, which shifted demand toward liquid fertilizers and water conservations agents. The market continues to show growing interest in sustainable solutions, such as controlled release fertilizers and biostimulants. ICL offers a wide range portfolio of professional turf products to create a full integrated turf management program to keep grass strong and healthy.

The landscape and lawn care market in Europe remained affected by cautious consumer sentiment during most of 2025. High inflation over recent years and increased living costs continued to limit spending on gardening and landscaping services. Additionally, dry summer conditions further reduced applications volumes in the lawn service business. A modest recovery was observed in the second half of the year as conditions began to improve.

Ornamental Horticulture

The Ornamental Horticulture market includes container nursery growers, as well as producers of potted and bedding plants (typically grown in greenhouses).

At the beginning of 2025, demand in the ornamental horticulture market remained generally stable compared to 2024, particularly across Europe and North America. Consumer sales of green goods varied significantly by country and region, leading to different levels of potting activities. In mid-2025, green goods sales began to slow slightly. As a result, some distributors carried lower inventories of inputs during the second half of the year, having reduced higher-cost inventories toward the end of 2024.

Fertilizerplus Markets

In 2025, demand for Fertilizerplus products, particularly Polysulphate standard and Polysulphate granular, remained relatively stable compared to 2024. India and North America continued to show growing adoption to these products, while Europe remained the largest market.

ICL GROUP Ltd. (Cont.)

Results of operations and key indicators

\$ millions	10-12/2025	10-12/2024	2025	2024
Segment sales	467	439	2,063	1,950
Sales to external customers	465	435	2,048	1,932
Sales to internal customers	2	4	15	18
Segment operation income	41	31	135	128
Depreciation and amortization	19	20	78	74
Segment EBITDA	60	51	213	202
Capital expenditures	41	44	95	98

Segment of operations for the period October – December of 2025

	\$ millions			
	Sales	Expenses	Operating income	
Q4 2024 figures	439	(408)	31	
Quantity	(9)	9	-	↔
Price	10	-	10	↑
Exchange rate	27	(25)	2	↑
Raw materials	-	(14)	(14)	↓
Energy	-	3	3	↑
Transportation	-	1	1	↑
Operating and other expenses	-	8	8	↑
Q4 2025 figures	467	(426)	41	

Quantity – The impact on operating income was neutral, mainly as lower sales volumes of Fertilizerplus products offset higher sales volumes of turf and ornamental products.

Price – The positive impact on operating income was due to higher selling prices of specialty agriculture and Fertilizerplus products. This impact was partially offset by lower prices of turf and ornamental products.

Exchange rate – The favorable impact on operating income was mainly due to higher sales resulting from the appreciation of the Brazilian real and euro against the US dollar, which outweighed their negative impact on operational costs.

Raw materials – The negative impact on operating income was primarily related to higher costs of sulphur, commodity fertilizers, and nitrogen.

Operating and other expenses – The positive impact on operating income was primarily related to lower operational costs.

ICL GROUP Ltd. (Cont.)

Segment of operations for the Year 2025:

	\$ millions			
	Sales	Expenses	Operating income	
YTD 2024 figures	1,950	(1,822)	128	
Quantity	1	(1)	-	↔
Price	92	-	92	↑
Exchange rate	20	(19)	1	↑
Raw materials	-	(79)	(79)	↓
Energy	-	10	10	↑
Operating and other expenses	-	(17)	(17)	↓
YTD 2025 figures	2,063	(1,928)	135	

Price – The positive impact on operating income was due to higher selling prices of specialty agriculture, turf and ornamental and FertilizerpluS products.

Exchange rate – The favorable impact on operating income was mainly due to the appreciation of the average exchange rate of the euro and the Israeli shekel against the US dollar, partially offset by the depreciation of the Brazilian real.

Raw materials – The negative impact on operating income was primarily related to higher costs of commodity fertilizers, sulphur and nitrogen.

Energy – The positive impact on operating income was primarily due to decreased electricity and gas prices.

Operating and other expenses – The negative impact on operating income was primarily related to higher maintenance and operational costs.

ICL GROUP Ltd. (Cont.)

Liquidity and capital resources

As of December 31, 2025, ICL had a balance of \$496 million in cash, cash equivalents, short-term investments and deposits. In addition, ICL has long term credit facility totaling about \$1.55 billion and a securitization facility of \$350 million. As of December 31, 2025, ICL had utilized approximately \$497 million and \$325 million of these facilities, respectively.

Furthermore, ICL's net financial liabilities were \$2,260 million, including \$1,880 million in long term debt (excluding current maturities) and \$876 million in short term debt (including current maturities of long term debt). The long-term debt consists of debentures totaling \$1,138 million and loans from financial institutions and lease liabilities totaling \$742. Short term debt consists of \$439 million in short-term loans from financial institutions and \$437 million in current maturities of debentures, loans and lease liabilities. For more information about the currencies in which ICL's liabilities are denominated and their interest rates, see Note 13 to ICL's Audited Financial Statements.

ICL aims to secure sources of financing for ICL's operating activities and investments while diversifying the sources of financing among various financial instruments, and between local and international financing entities. ICL's sources of financing are short and long term loans from banks (mainly international banks) and institutional entities in Israel, debentures issued to institutional investors in Israel and the United States, and securitization of customer receivables. ICL utilizes the various financing facilities according to ICL's cash flow requirements, their respective costs and market conditions.

ICL regularly evaluates capital structure and explore financing transactions to strengthen ICL's balance sheet, including those that reduce leverage, interest rates and/or extend maturities. ICL may also continue to make debt or equity purchases from time to time, or seek to raise additional debt or equity capital, depending on market conditions.

ICL believes that its sources of liquidity and capital resources, including working capital, are adequate for ICL's current requirements and business operations and should be adequate to satisfy ICL's anticipated working capital requirements during the next twelve months, along with ICL's capital expenditures and other current corporate needs.

Distributions of dividends to ICL from its subsidiaries and transfers of funds through certain countries may, under certain circumstances, result in the creation of tax liabilities. However, taxation on dividend distributions and funds transfers have not had, and are not expected to have, a material impact on ICL's ability to meet ICL's cash obligations.

As of December 31, 2025, ICL had no material off-balance sheet arrangements, other than the amounts described in Note 18C(2) to consolidated financial statements.

ICL's primary contractual obligations consist of commitments to purchase raw materials and energy in the ordinary course as well as agreements to secure its gas supply needs. For information about ICL's contractual obligations, see Note 18 to ICL's Audited Financial Statements.

Credit facilities

Sustainability-linked Revolving Credit Facility (RCF)

In April 2023, ICL entered into a \$1,550 million Sustainability-Linked Revolving Credit Facility Agreement between its subsidiary ICL Finance B.V., as borrower, and a consortium of twelve international banks. In April 2024, all participating banks agreed to extend the RCF agreement for an additional year until April 2029. In April 2025, eleven of the participating banks agreed to extend the RCF agreement for an additional year until April 2030. As a result, effective April 2029, the credit facility amount will be \$1,400 million. As of December 31, 2025, ICL had utilized about \$497 million of its facility framework.

Securitization

In December 2025, ICL signed a new securitization agreement with four international banks for a committed amount of \$350 million and an additional uncommitted \$100 million, maturing in December 2030. This agreement replaces the prior securitization facility, which recently matured, and includes slightly improved terms compared to the previous agreement. As of December 31, 2025, ICL had utilized approximately \$325 million of the facility.

ICL GROUP Ltd. (Cont.)

Debentures

In May 2025, ICL completed an expansion of its Series G debentures in Israel, in the amount of NIS 850 million (approximately \$236 million). Following the expansion, the total outstanding principal of the Series G debentures amounts to NIS 1,570 million (approximately \$436 million). The Series G debentures have been rated "iIAA" by Standard & Poor's Maalot rating agency.

In December 2025, ICL repaid NIS 33 million (approximately \$10 million) of Series G debentures, as scheduled .

Subsequent to the reporting date, in January 2026, ICL repaid a \$46 million private placement bond, as scheduled.

Ratings and financial covenants

S&P

In July 2025, the S&P credit rating agency reaffirmed ICL's international credit rating and senior unsecured rating of 'BBB-'. In addition, the S&P Maalot credit rating agency reaffirmed ICL's credit rating of 'iIAA' with a stable rating outlook.

Fitch Ratings

In May 2025, Fitch Ratings reaffirmed ICL's long-term issuer default rating and senior unsecured rating at 'BBB-'. The outlook on the long-term issuer default rating is stable.

Financial Covenants

For a description of material financial covenants in ICL's loan agreements and any potential risk relating to compliance with them, credit facilities, sale of receivables under securitization transactions and information on material loans and debentures outstanding as of December 31, 2025, see Note 14B(2) to the consolidation financial statements. As of December 31, 2025, ICL complies with all of its financial covenants.

ICL GROUP Ltd. (Cont.)

Sources and uses of cash

The following table details ICL's cash flows for the periods indicated:

	Year Ended December 31,	
	2025	2024
	\$ millions	
Net cash provided by operating activities	1,056	1,468
Net cash used in investing activities	(915)	(694)
Net cash used in financing activities	(195)	(846)

Operating Activities

Operating Activity decreased by \$412 million, primarily due to net changes in operating assets and liabilities, as well as higher taxes paid.

Investing Activities

Net cash used in investing activities increased by \$221 million mainly due to changes in investments in deposits and higher purchases for property, plant and equipment.

Financing Activities

Net cash used in financing activities decreased by \$651 million mainly due to receipts of short debt and changes in credit facilities.

Security situation in Israel

In October 2023, the Israeli government declared a state of war in response to attacks on its civilians in the southern region of the country, which subsequently escalated to other areas. On October 9, 2025, Israel signed a ceasefire agreement. On February 28, 2026, a coordinated attack by Israel and the United States was launched in response to threats from Iran, which subsequently escalated into a conflict involving Lebanon along Israel's northern border. The security situation over the past two years, including recent developments, has created several challenges, including disruptions to supply chains and shipping routes, personnel shortages due to recurring rounds of mobilization for reserve duty, additional costs to protect ICL's sites/assets, effects of reluctance to perform contractual obligations in Israel during hostilities, various bans and limitations on trade and cooperation with Israel related entities, and fluctuations in foreign currency exchange rates relative to the Israeli shekel. Additionally, ongoing regional tensions – including Houthis threats to commercial vessels – continue to disrupt shipping routes and commercial shipping arrangements, leading to increased shipping costs.

ICL continues to take measures to ensure the safety of their employees and business partners, as well as the communities in which ICL operates. ICL has also implemented supportive measures to accommodate those of ICL's employees who are called for reserve duty, aiming to minimize any potential impact on ICL's business, and to avoid disruptions to production activities at ICL's facilities in Israel.

ICL continuously monitors developments and will take all necessary actions to minimize any negative consequences to their operations and assets. As of the reporting date, the security situation has not had a material impact on ICL's business results. However, its future effects remain uncertain due to the unpredictable nature and duration of the conflict.

ICL GROUP Ltd. (Cont.)

Forward-Looking Statements Disclaimer

This announcement contains statements that constitute “forward looking statements”, many of which can be identified by the use of forward looking words such as “anticipate”, “believe”, “could”, “expect”, “should”, “plan”, “intend”, “estimate”, “strive”, “forecast”, “targets” and “potential”, among others. ICL is relying on the safe harbor provided in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, in making such forward-looking statements.

Forward looking statements appear in a number of places in this announcement and include, but are not limited to, statements regarding ICL's intent, belief or current expectations. Forward looking statements are based on management's beliefs and assumptions and on information currently available to management. Such statements are subject to risks and uncertainties, and the actual results may differ materially from those expressed or implied in the forward looking statements due to various factors, including, but not limited to:

Changes in exchange rates or prices compared to those ICL are currently experiencing; the effects of the ongoing security situation in Israel, including the nature and duration of related conflicts; Loss or impairment of business licenses or mineral extractions permits or concessions, including ICL's ability to win the new concession at the Dead Sea in 2030 ; volatility of supply and demand and the impact of competition; the difference between actual reserves and ICL reserve estimates; natural disasters and cost of compliance with environmental regulatory legislative and licensing restrictions including laws and regulation related to, and physical impacts of climate change and greenhouse gas emissions; failure to “harvest” salt which could lead to accumulation of salt at the bottom of the evaporation Pond 5 in the Dead Sea; litigation, arbitration and regulatory proceedings, disruptions at ICL's seaport shipping facilities or regulatory restrictions affecting ICL's ability to export ICL'S products overseas; changes in exchange rates or prices compared to those we are currently experiencing ;general market, political or economic conditions in the countries in which ICL operates, price increases or shortages with respect to ICL's principal raw materials; pandemics may create disruptions, impacting our sales, operations, supply chain and customers; delays in termination of engagements with contractors and/or governmental obligations; the inflow of significant amounts of water into the Dead Sea which could adversely affect production at ICL's plants; labor disputes, slowdowns and strikes involving ICL's employees; pension and health insurance liabilities; changes to governmental incentive programs or tax benefits, creation of new fiscal or tax related legislation; and/or higher tax liabilities; changes in ICL evaluations and estimates, which serve as a basis for the recognition and manner of measurement of assets and liabilities; failure to integrate or realize expected benefits from mergers and acquisitions, organizational restructuring and joint ventures; currency rate fluctuations; and restrictions, as well as credit risk; rising interest rates; government examinations or investigations;; information technology systems or breaches of ICL, or ICL's service providers', data security; failure to retain and/or recruit key personnel; inability to realize expected benefits from ICL cost reduction program according to the expected timetable; inability to access capital markets on favorable terms; cyclicity of ICL's businesses; ICL is exposed to risks relating to its current and future activity in emerging markets; changes in demand for ICL's fertilizer products due to a decline in agricultural product prices, lack of available credit, weather conditions, government policies or other factors beyond ICL control; disruption to sales of ICL magnesium products due to factors beyond ICL's control, including changes in global economic conditions and environmental regulations; ICL's ability to secure additional resources to continue ICL's phosphate mining operations at ICL Rotem; volatility or crises in the financial markets; hazards inherent to mining and chemical manufacturing; the failure to ensure the safety of ICL's workers and processes; exposure to third party and product liability claims; product recalls or other liability claims as a result of food safety and food-borne illness concerns; insufficiency of insurance coverage; war or acts of terror and/or political, economic and military instability in Israel and its region; including the current state of war declared in Israel and the resulting disruptions to ICL's supply and production chains; filing of class actions and derivative actions against ICL, its executives and Board members; closing of transactions, mergers and acquisitions; and other risk factors discussed under “Item 3 - Key Information— D. Risk Factors”.

Forward-looking statements speak only as of the date they are made, and ICL does not undertake any obligation to update them in light of new information or future developments or to release publicly any revisions to these statements in order to reflect later events or circumstances or to reflect the occurrence of unanticipated events. Investors are cautioned to consider these risks and uncertainties and to not place undue reliance on such information. Forward-looking statements should not be read as a guarantee of future performance or results and are subject to risks and uncertainties, and the actual results may differ materially from those expressed or implied in the forward-looking statements.

In this ICL section, unless otherwise indicated or the context otherwise requires, all references to “ICL,” the “Group,” the “ICL,” “we,” “our,” “ours,” “us” or similar terms refer to ICL Group Ltd., together with its consolidated subsidiaries. When ICL refers to our “parent ICL” or to “Israel Corp.,” ICL refers to their controlling shareholder, Israel Corporation Ltd. Unless otherwise indicated or the context otherwise requires, references in this Annual Report to “NIS” are to the legal currency of

ICL GROUP Ltd. (Cont.)

Israel, "US dollars", "\$" or "dollars" are to United States dollars, "euro" or "€" are to the euro, the legal currency of certain countries of the EU, and "British pound" or "£" are to the legal currency of the UK.

See "Item 4 - Information on ICL— A. History and Development of ICL". ICL owns or have rights to trademarks or trade names that ICL uses in conjunction with the operation of ICL's business. Solely for convenience, trademarks and trade names referred to in this Annual Report may appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that ICL will not assert, to the fullest extent of the law, ICL's rights or the rights of the applicable licensor to these trademarks and trade names.

In this ICL section, ICL also refers to product names, trademarks, and trade names that are the property of other companies. Each of the trademarks and trade names of other companies appearing in this Annual Report belongs to its owners. ICL's use or display of other companies' product names, trademarks, or trade names is not intended to and does not imply a relationship with, or endorsement or sponsorship by us of, the product, trademark, or trade name owner, unless ICL otherwise indicates.

DEBENTURES

Information regarding debentures issued by the Company

Debenture series	Original issuance date	Par value on issuance date	Par value outstanding NIS millions	Balance per books \$ millions	Accrued interest \$ millions	Stock market/ fair value \$ millions	Interest rate	Date of payment of principal and interest	Trustee
Series 12 - Traded on TASE	3/29/18	554	111	35	0.3	35	3.60%	An annual payment as of 9/30/26	Hermetic
								Semi-annual interest 9/30, 3/31	
Series 13 - Traded on TASE	3/29/18	287	57	16	0.2	17	5.85%	An annual payment as of 9/30/26	Hermetic
								Semi-annual interest 9/30, 3/31	
Series 14 - Traded on TASE	16/12/19	750							
	4/7/20	345	1,084	268	-	263	2.20%	3 unequal annual payments beginning 6/30/26	Hermetic
	9/3/20	350						Semi-annual interest 6/30, 12/31	
Series 15 - Traded on TASE	5/25/21	750	675	211	2.4	204	2.74%	5 unequal annual payments beginning 7/31/26	Hermetic
								Semi-annual interest 1/31, 7/31	

DEBENTURES (Cont.)

Information regarding debentures issued by the Company (Cont.)

Debenture series 12, 14 and 15 each represents more than 5% of the Company's total liabilities on a separate basis and are therefore considered material. All of the debentures bear fixed interest.

The Company may, at its sole discretion, make early repayment of the debentures series 12, 13, 14 and 15, in whole or in part, at any time, provided that at least 60 days have passed from the date the debentures were registered for trading on the stock exchange. Such early repayment is in accordance with, and subject to, the terms of the respective trust indentures governing the debentures.

Debentures Series 12, 14 and 15 are unlinked, while Debentures Series 13 is linked to the U.S. dollar exchange rate, based on a base rate of 3.491.

The Company is in compliance with all the terms of the debentures and the related trust indentures. The debenture trustees did not require the Company to take any action. For additional details regarding the debentures of the Company and of ICL – please see Note 14 to the consolidated financial statements.

On September 30, 2025, the Company repaid principal on Debentures Series 12 and Series 13, in amounts of approximately \$28 million and approximately \$14 million, respectively (including the effect of hedging transactions).

On July 31, 2025, the Company repaid principal of the debentures (Series 15), in the amount of approximately \$22 million (including the effect of hedging transactions).

On June 30, 2025, the Company repaid principal of the debentures (Series 14), in the amount of approximately \$62 million (including the effect of hedging transactions).

On July 20, 2025, S&P Maalot reaffirmed the Company's credit rating of iIA+ with a stable rating outlook.

All of the above-mentioned debentures are rated, as of the reporting date, by S&P Maalot at iIA+ with a stable outlook. For additional information regarding the rating actions – please see the Immediate Report Reference No.: 2025 01 053614.

Details regarding trust companies

Hermetic Trust (1975) Ltd., 30 Sheshet Hayamim Blvd., Bnei Brak, Tel. 03–5544553.

For details regarding:

- A. Disclosure regarding the Internal Auditor.
- B. Definition of negligible transaction.
- C. Disclosure regarding the effectiveness of the internal control over the financial reporting and disclosure.
- D. Disclosure regarding the Auditor.
- E. Disclosure regarding the Company's Board of Directors.
- F. Disclosure regarding the minimum number of directors having accounting and finance expertise.
- G. Disclosure regarding the rate of independent directors.
- H. Disclosure regarding the ethical code, Company policies and plans for internal enforcement.
- I. The social and community involvement of the Company.

See Part E attached hereto – Report on the Company's Governance and Effectiveness of the Internal Control.

Aviad Kaufman

Chairman of the Board of Directors

March 25, 2026

Yoav Doppelt

CEO



israel corp

***Financial Statements
as of December 31, 2025***

Israel Corporation Ltd.
Consolidated Financial Statements
As of December 31, 2025

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Independent Auditors' Report To the Shareholders of Israel Corporation Ltd

Opinion

We have audited the consolidated financial statements of Israel Corporation Ltd (the Company), which comprise the consolidated statements of financial position as of December 31, 2025, and the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with IFRS Accounting Standards and with the provisions of the Securities Regulations (Annual Financial Statements), 2010.

Basis for Opinion

We conducted our audit in accordance with generally accepted auditing standards in Israel, including standards prescribed by the Auditor's Regulations (Auditor's Mode of Performance), 1973. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its subsidiaries, in accordance with the applicable legal provisions in Israel regarding independence and conflict of interest of auditors. Additionally, we have fulfilled our other ethical responsibilities in accordance with the Auditors' Law, 1955 and the regulations thereunder. We believe that the audit evidence we have obtained is appropriate and sufficient to provide a basis for our opinion.

Key Audit Matters

The key audit matters described below are those matters that were communicated, or were required to be communicated, to the board of directors of the Company, and that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period. These matters include, among others, any matter that (1) relates, or may relate, to significant accounts or disclosures in the consolidated financial statements; and (2) involved our professional judgment that was challenging, subjective or especially complex. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon. The communication of these matters below does not change our opinion on the consolidated financial statements as a whole, nor do we provide through



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such communication a separate opinion on these matters or on the accounts or disclosures to which they relate.

Useful lives of the long-lived assets associated with Dead Sea Works Ltd. concession

Why was this matter determined to be a Key Audit Matter in the audit

As discussed in Note 18D (1) to the consolidated financial statements, the concession of Dead Sea Works Ltd. (DSW) will end on March 31, 2030. The consolidated financial statements were prepared based on the ICL's management assumption that it is more likely than not that ICL will continue to operate its assets located in the concession area for their remaining useful lives, which extend beyond the term of the current concession period, by obtaining a new concession.

We identified the evaluation of the useful lives of the long-lived assets associated with DSW's concession (hereinafter – the relevant assets) as a critical audit matter. Specifically, challenging auditor judgment was required to evaluate ICL's assumption that the useful lives of the relevant assets exceed the current concession period due to uncertainty relating to obtaining the new concession. Changes in the estimated useful lives of the relevant assets could have a significant effect on the depreciation expenses of these assets.

The Response to the Key Matter in the Audit

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of an internal control related to the determination of useful lives of the relevant assets. We evaluated ICL's estimate regarding the useful lives of the relevant assets by examining its analysis of obtaining the new concession, as well as considering relevant publicly available information, such as, the Concession Law, the report released by the Israeli Ministry of Finance regarding the actions that the government may take towards the end of the concession period and the draft bill of the future Concession Law.

Responsibilities of Board of Directors and Management for the Consolidated Financial Statements

The board of directors and management are responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and with the provisions of the Securities Regulations (Annual Financial Statements), 2010, and for such internal control as the board of directors and management determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the board of directors and management are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going



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concern basis of accounting unless the board of directors and management either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Israel will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with generally accepted auditing standards in Israel, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is appropriate and sufficient to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors and management.
- Conclude on the appropriateness of the use by the board of directors and management of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based



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on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the board of directors and management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of directors and management with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the safeguards applied to eliminate identified threats to our independence.

From the matters communicated or required to be communicated to the board of directors and management, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter.

Reference Paragraph

We have also audited, in accordance with Auditing Standard (Israel) 911 of the Institute of Certified Public Accountants in Israel "An Audit of Components of Internal Control over Financial Reporting", the Company's components of internal control over financial reporting as of December 31, 2025, and our report dated March 25, 2026 included an unqualified opinion on the effective maintenance of those components.

The engagement partner on the audit resulting in this independent auditors' report is Ran Zuriel.

Somekh Chaikin
Certified Public Accountants (Isr.)

Tel Aviv
March 25, 2026



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**Auditors' Report to the Shareholders of Israel Corporation Ltd
Regarding the Audit of Internal Control Components over
Financial Reporting in accordance with paragraph 9b(c) of the
Israeli Securities Regulations (Periodic and Immediate Reports),
1970**

We have audited internal control components over financial reporting of Israel Corporation Ltd and its subsidiaries (hereinafter - "the Company") as of December 31, 2025. These control components were determined as explained in the following paragraph. The Company's Board of Directors and Management are responsible for maintaining effective internal control over financial reporting and for their assessment of the effectiveness of the Company's internal control components over financial reporting accompanying the periodic report as of the above date. Our responsibility is to express an opinion on the Company's internal control components over financial reporting based on our audit.

Audited Internal control components over financial reporting were determined in accordance with Auditing Standard (Israel) 911 of the Institute of Certified Public Accountants in Israel "Audit of Internal Control Components over Financial Reporting" (hereinafter "Auditing Standard (Israel) 911"). These components are: (1) Entity level controls, including controls over the preparation and closure of the financial reporting process and general information technology controls; (2) controls over cash flow management ; (3) controls over investment management ; (4) controls over debt, credit and hedging activities (all these hereinafter are named together "audited control components").

We conducted our audit in accordance with Auditing Standard (Israel) 911. This standard requires us to plan and perform the audit to identify the audited control components and to obtain reasonable assurance about whether these control components were effective in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, identifying the audited control components, assessing the risk that a material weakness exists in the audited control components, and testing and evaluating the design and operating effectiveness of those control components based on the assessed risk. Our audit, regarding those control components, also included performing such other procedures as we considered necessary in the circumstances. Our audit referred only to the audited control components, as opposed to internal control over all significant processes related to financial reporting, therefore our opinion refers to the audited control components only. Our audit also did not refer to mutual effects between audited control components and non audited control components, therefore our opinion does not take into account these possible effects. We believe that our audit, provide a reasonable basis for our opinion in the context described above.



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Because of its inherent limitations, internal control over financial reporting as a whole, and internal control components in particular, may not prevent or detect misstatements. Also, projections of any current evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective audited control components as of December 31, 2025.

We have also audited, in accordance with generally accepted auditing standards in Israel, the Company's consolidated financial statements as of December 31, 2025 and for the year then ended and our report thereon, dated March 25, 2026 expressed an unmodified opinion on those financial statements.

Somekh Chaikin
Certified Public Accountants (Isr.)

Tel Aviv

March 25, 2026

Consolidated Financial Statements As of December 31, 2025

	Note	2025 \$ millions	2024 \$ millions
Current Assets			
Cash and cash equivalents		524	618
Short-term investments and deposits		693	706
Trade receivables		1,365	1,260
Inventory	6	1,934	1,626
Other receivables and derivative instruments	5	386	266
Total current assets		4,902	4,476
Non-current assets			
Investments in investee companies accounted for using the equity method of accounting		117	3
Investments measured at fair value through other comprehensive income	9	76	53
Derivative instruments	31	79	4
Deferred tax assets	27	180	143
Other non-current assets	10	283	261
Property, plant and equipment	11	6,810	6,491
Intangible assets	12	1,143	1,059
Total non-current assets		8,688	8,014
Total assets		13,590	12,490

Consolidated Financial Statements As of December 31, 2025

	Note	2025 \$ millions	2024 \$ millions
Current liabilities			
Short-term debt	14	1,068	604
Trade payables		1,157	1,002
Provisions	16	58	63
Other current liabilities, including derivative instruments	15	1,052	897
Total current liabilities		3,335	2,566
Long-term liabilities			
Long-term debt and debentures	14	2,367	2,422
Derivative instruments and other non-current liabilities		36	70
Long-term provisions and accruals	16	231	230
Deferred tax liability	27	509	488
Long-term employee liabilities	17	392	333
Total non-current liabilities		3,535	3,543
Total liabilities		6,870	6,109
Equity	20		
Share capital and premium		326	326
Capital reserves		(148)	(270)
Capital reserve in respect of transactions with controlling shareholder		190	190
Treasury shares		(33)	(33)
Retained earnings		2,677	2,603
Equity attributable to owners of the Company		3,012	2,816
Non-controlling interests		3,708	3,565
Total equity		6,720	6,381
Total liabilities and equity		13,590	12,490

Aviad Kaufman
Chairman of the Board of Directors

Yoav Doppelt
CEO

Sagi Kabla
CFO

Date of approval of the financial statements: March 25, 2026

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Income Statements for the Year Ended December 31

	Note	2025 \$ millions	2024 \$ millions	2023 \$ millions
Sales	21	7,153	6,841	7,536
Cost of sales	21	4,971	4,589	4,869
Gross profit		2,182	2,252	2,667
Research and development expenses	22	70	69	71
Selling, transport and marketing expenses	23	1,114	1,114	1,093
General and administrative expenses	24	310	268	270
Other expenses	25	161	62	128
Other income	25	(39)	(21)	(22)
Operating income		566	760	1,127
Financing expenses	26	390	222	332
Financing income	26	(252)	(92)	(166)
Financing expenses, net		138	130	166
Share in income (loss) of equity accounted Investees		(3)	1	1
income before taxes on income		425	631	962
Taxes on income	27	158	157	287
Net income for the year		267	474	675
Attributable to:				
The Company's shareholders		87	190	273
Non-controlling interests		180	284	402
Net income for the year		267	474	675
Net income per share attributable to the Company's shareholders (in dollars):	28			
Basic earnings per share		11.60	25.30	35.80
Diluted earnings per share		11.60	25.30	35.79

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Comprehensive Income for the Year Ended December 31

	2025 \$ millions	2024 \$ millions	2023 \$ millions
Net income for the year	267	474	675
Items of other comprehensive income (loss) that will be recognized in future periods in the statement of income			
Foreign currency translation differences	238	(247)	80
Net change in fair value of cash flow hedges transferred to the statement of income	(138)	18	86
Effective portion of the change in fair value of cash flow hedges	145	(9)	(65)
Group's share in other comprehensive income of equity-accounted investees	1	-	-
Tax relating to other comprehensive	(4)	(2)	(4)
Total	242	(240)	97
Items of other comprehensive income (loss) that will not be recognized in the future periods in the statement of income			
Actuarial gains from defined benefit plans	3	33	33
Net change in investments measured at fair value through other comprehensive income	23	-	2
Net change in fair value of fair value hedge in respect of investments measured at fair value through other comprehensive income	(2)	-	-
Tax relating to other comprehensive income (loss)	-	(8)	(8)
Total	24	25	27
Total comprehensive income (loss) for the year, net of tax	266	(215)	124
Total comprehensive income for the year	533	259	799
Net income attributable to:			
The Company's shareholders	211	99	333
Non-controlling interests	322	160	466
Total comprehensive income for the year	533	259	799

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Changes in shareholders' Equity

	Attributable to owners of the Company						Non-controlling interests	Total capital
	Share Capital and premium	Translation reserve for foreign activities	Capital reserves	Capital reserve for transactions with controlling shareholder	Treasury shares	Retained earnings		
					\$ millions	total		
Balance as of January 1, 2025	326	(330)	60	190	(33)	2,603	2,816	6,381
Share-based payments in a subsidiary	-	-	-	-	-	-	10	10
Dividend to holders of non-controlling interests in a subsidiary	-	-	-	-	-	-	(189)	(189)
Dividend to the equity holders	-	-	-	-	-	(15)	-	(15)
Treasury shares	-	-	-	-	-	-	-	-
Net income for the year	-	-	-	-	-	87	180	267
Other comprehensive income for the year, net of tax	-	101	21	-	-	2	142	266
Balance as of December 31, 2025	326	(229)	81	190	(33)	2,677	3,708	6,720

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Statements of Changes in shareholders' Equity

	Attributable to owners of the Company							Non-controlling interests	Total capital
	Share Capital and premium	Translation reserve for foreign activities	Capital reserves	Capital reserve for transactions with controlling shareholder	Treasury shares	Retained earnings	total		
					\$ millions				
Balance as of January 1, 2024	326	(225)	57	190	(13)	2,441	2,776	3,589	6,365
Share-based payments in a subsidiary	–	–	–	–	–	–	–	10	10
Dividend to holders of non-controlling interests in a subsidiary	–	–	–	–	–	–	–	(196)	(196)
Dividend to the equity holders	–	–	–	–	–	(37)	(37)	–	(37)
Issuance of shares of a subsidiary to holders of non-controlling interests	–	–	–	–	–	(2)	(2)	2	–
Treasury shares	–	–	–	–	(20)	–	(20)	–	(20)
Net income for the year	–	–	–	–	–	190	190	284	474
Other comprehensive income (loss) for the year, net of tax	–	(105)	3	–	–	11	(91)	(124)	(215)
Balance as of December 31, 2024	<u>326</u>	<u>(330)</u>	<u>60</u>	<u>190</u>	<u>(33)</u>	<u>2,603</u>	<u>2,816</u>	<u>3,565</u>	<u>6,381</u>

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Statements of Changes in shareholders' Equity

	Attributable to owners of the Company							Non-controlling interests	Total capital
	Share Capital and premium	Translation reserve for foreign activities	Capital reserves	Capital reserve for transactions with controlling shareholder	Treasury shares \$ millions	Retained earnings	total		
Balance as of January 1, 2023	326	(264)	47	190	-	2,157	2,456	3,396	5,852
Share-based payments in a subsidiary	-	-	-	-	-	-	-	7	7
Dividend to holders of non-controlling interests in a subsidiary	-	-	-	-	-	-	-	(280)	(280)
Treasury shares	-	-	-	-	(13)	-	(13)	-	(13)
Net income for the year	-	-	-	-	-	273	273	402	675
Other comprehensive income for the year, net of tax	-	39	10	-	-	11	60	64	124
Balance as of December 31, 2023	<u>326</u>	<u>(225)</u>	<u>57</u>	<u>190</u>	<u>(13)</u>	<u>2,441</u>	<u>2,776</u>	<u>3,589</u>	<u>6,365</u>

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Statements of Cash Flows for the Year Ended December 31

	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Cash flows from operating activities			
Net income for the year	267	474	675
Adjustments for:			
Depreciation and amortization	620	600	540
Fixed assets impairment	111	14	–
Net financing expense	8	107	144
Share in loss (income) of equity accounted investees	3	(1)	(1)
Other	18	13	30
Change in provisions	26	(50)	(32)
Tax on income	158	157	287
	<u>1,211</u>	<u>1,314</u>	<u>1,643</u>
Change in inventory	(210)	(7)	465
Change in trade receivables	(11)	26	252
Change in trade payables	100	104	(101)
Change in other receivables	(24)	39	26
Change in other payables	81	44	(210)
	<u>1,147</u>	<u>1,520</u>	<u>2,075</u>
Income taxes paid, net	(152)	(98)	(254)
Dividend received	-	1	1
	<u>-</u>	<u>1</u>	<u>1</u>
Net cash provided by operating activities	<u>995</u>	<u>1,423</u>	<u>1,822</u>

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Cash Flows for the Year Ended December 31

	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Cash flows from investing activities			
Investment in long-term deposits, net	4	-	(7)
Proceeds from divestiture of assets and businesses, net of transaction expenses	1	19	6
Business combinations	(12)	(74)	-
Investment in investee company accounted for Using the equity method of accounting	(118)	-	-
Short-term deposits and investments, net	27	320	(303)
Acquisition of property, plant and equipment and Intangible assets	(824)	(713)	(780)
Acquisition of fixed assets	-	-	64
Proceeds from sale of other investments	-	(3)	(10)
Acquisition of other investments	-	(3)	(10)
Interest received	50	75	55
Proceeds from (payment for) transactions in derivatives not used for hedging, net	35	33	(121)
Net cash used in investing activities	(837)	(343)	(1,096)
Cash flows from financing activities			
Dividend paid to holders of non-controlling Interests	(189)	(196)	(280)
Dividend paid to the equity holders	(15)	(37)	-
Treasury shares	-	(20)	(13)
Receipt of long-term loans	1,666	889	633
Repayment of long-term loans and debentures	(1,729)	(1,446)	(1,067)
Short-term credit from banks and others, net	146	(1)	(25)
Payments for transactions in derivatives used for hedging, net	(7)	(12)	(8)
Interest paid	(146)	(156)	(171)
Net cash used in financing activities	(274)	(979)	(931)
Increase (decrease) in cash and cash equivalents	(116)	101	(205)
Cash and cash equivalents as of the beginning of the year	618	537	762
Effect of exchange rate fluctuations on cash and cash equivalents	22	(20)	(20)
Cash and cash equivalents as of the end of the year	524	618	537

The accompanying notes are an integral part of these consolidated financial statements.

Note 1 - Financial Reporting Principles and Accounting Policies

A. The Reporting Entity

Israel Corporation Ltd. (hereinafter – “the Company”) is an Israeli-resident company incorporated in Israel whose securities are listed for trading on the Tel-Aviv Stock Exchange. The Company’s registered office is located at 23 Aranha St., Tel-Aviv. The consolidated financial statements include those of the Company, its subsidiaries (hereinafter – “the Group”) along with the Group’s rights in associated companies.

For details regarding investments made as part of the Company’s strategic as approved by the Board of Directors in 2019, – please see Notes 7 and 9 below.

B. Security situation in Israel

The Company

In October 2023, the Israeli government declared a state of war in response to attacks on its civilians in the southern region of the country, which subsequently escalated to other areas. On October 9, 2025, Israel signed a ceasefire agreement. On February 28, 2026, a coordinated attack by Israel and the United States was launched in response to threats from Iran, which subsequently escalated into a conflict involving Lebanon along Israel’s northern border. The security situation over the past two years, including recent developments, has created several challenges, including disruptions to supply chains and shipping routes, personnel shortages due to recurring rounds of mobilization for reserve duty, additional costs to protect ICL’s sites/assets, effects of reluctance to perform contractual obligations in Israel during hostilities, various bans and limitations on trade and cooperation with Israel related entities, and fluctuations in foreign currency exchange rates relative to the Israeli shekel. Additionally, ongoing regional tensions – including Houthis threats to commercial vessels – continue to disrupt shipping routes and commercial shipping arrangements, leading to increased shipping costs.

The current events and the security escalation in Israel have not had a material impact on the Company’s business results. However, since the developments related to the war situation, as well as its duration, are unpredictable, the Company is unable to estimate the extent of the future potential impact of the war on the value of its assets, operating results and cash flows, or the other consequences that could relate to the financial report. The Company will track the developments relating to this matter and will examine, among other things, the possible impact on the value of its assets, operating results and cash flows, as well as the said impact on the assets, operating results and cash flows of the investee companies.

ICL

In October 2023, the Israeli government declared a state of war in response to attacks on its civilians in the southern region of the country, which subsequently escalated to other areas. On October 9, 2025, Israel signed a ceasefire agreement. On February 28, 2026, a coordinated attack by Israel and the United States was launched in response to threats from Iran, which subsequently escalated into a conflict involving Lebanon along Israel’s northern border. The security situation over the past two years, including recent developments, has created several challenges, including disruptions to supply chains and shipping routes, personnel shortages due to recurring rounds of mobilization for reserve duty, additional costs to protect ICL’s sites/assets, effects of reluctance to perform contractual obligations in Israel during hostilities, various bans and limitations on trade and cooperation with Israel related entities, and fluctuations in foreign currency exchange rates relative to the Israeli shekel. Additionally, ongoing regional tensions – including Houthis threats to commercial vessels – continue to disrupt shipping routes and commercial shipping arrangements, leading to increased shipping costs.

ICL continues to take measures to ensure the safety of ICL’s employees and business partners, as well as the communities in which it operate. ICL have also implemented supportive measures to accommodate those of ICL’s employees who are called for reserve duty, aiming to minimize any potential impact on ICL’s business, and to avoid disruptions to production activities at ICL’s facilities in Israel.

ICL continuously monitors developments and will take all necessary actions to minimize any negative consequences to ICL’s operations and assets. As of the reporting date, the security situation has not had a material impact on ICL’s business results. However, its future effects remain uncertain due to the unpredictable nature and duration of the conflict.

Note 1 – Financial Reporting Principles and Accounting Policies (Cont.)**C. Definitions**

In these financial statements –

1. The Company – Israel Corporation Ltd.
2. The Group – Israel Corporation Ltd. and its subsidiaries.
3. Subsidiaries – companies, including partnerships, the financial statements of which are fully consolidated with those of the Company, directly or indirectly.
4. Associated companies – companies or joint ventures that are not subsidiaries, over which the Company has significant influence with respect to their monetary and operating policies and the Company's investment therein is included based on the equity method of accounting. Significant influence is considered to exist when the rate of holdings is 20% or more, except where there are circumstances that contradict this assumption.
5. Related party – within the meaning thereof in International Accounting Standard 24 (2009) "Related Parties".
6. Interested party – within the meaning thereof in Paragraph (1) of the definition of an "interested party" in a corporation in Section 1 of the Securities Law, 1968.
7. Headquarters Companies – subsidiaries wholly owned and controlled by the Company.
8. ICL – ICL Group Ltd. and its subsidiaries.
9. Bazan – Oil Refineries Ltd. and its subsidiaries.
10. OPC – OPC Energy Ltd. and its subsidiaries.
11. AKVA – AKVA Group ASA.
12. NOAP – Nordic Aqua Partners AS.
13. Prodalim – Prodalim Investments Ltd.

Note 2 - Basis of Preparation of the Financial Statements**A. Declaration of compliance with International Financial Reporting Standards**

The consolidated financial statements were prepared by the Group in accordance with International Financial Reporting Standards (IFRS).

These financial statements were also prepared in accordance with the Securities Regulations (Preparation of Annual Financial Statements) 2010.

The consolidated financial statements were approved for publication by the Company's Board of Directors on March 25, 2026.

B. Functional currency and presentation currency

The details presented in the consolidated financial statements of the Company and of each of its subsidiaries are measured in accordance with the currency that represents the main economic environment in which each separate Group company operates (hereinafter – "the Functional Currency"). The consolidated financial statements are presented in U.S. dollars (hereinafter – "the Dollar" or "\$"), which constitutes the functional currency of the Company and its subsidiaries.

Note 2 - Basis of Preparation of the Financial Statements (cont.)**C. Basis of measurement**

The consolidated financial statements were prepared on the basis of historical cost, with the exception of the following assets and liabilities:

- Derivative and other financial instruments measured at fair value through the statement of income.
- Financial instruments measured at fair value through other comprehensive income.
- Deferred tax assets and liabilities.
- Assets and liabilities in respect of employee benefits.
- Investments in associated companies and joint ventures.

For additional information regarding measurement of these assets and liabilities – see Note 3 “Material Accounting Policies”.

D. Operating cycle

The regular operating cycle of the Group companies is one year. As a result, the current assets and current liabilities include items intended and expected to be realized within one year.

E. Reclassifications

The Group made a number of immaterial reclassifications in the comparative data in order to conform such data to the manner of classification in the current financial statements. The said reclassifications have no impact on the profit (loss).

F. Use of estimates and judgment

In preparation of the financial statements in accordance with IFRS, the management of the Group companies is required to use judgment when making estimates, assessments and assumptions that affect implementation of the policies and the amounts of assets, liabilities, income and expenses. It is clarified that the actual results are likely to be different from these estimates.

When formulating the accounting estimates used in preparation of the Group’s financial statements, Group management is required to make assumptions regarding interpretation of applicable laws, circumstances and events involving significant uncertainty. When using its judgment in making the estimates, Group management bases itself on past experience, various facts, external factors and reasonable assumptions regarding the appropriate circumstances for each estimate.

The estimates and the assumptions used for preparing the financial statements are reviewed on an ongoing basis. Changes in accounting estimates are recognized in the period in which the estimate was revised and in every future period affected.

Information regarding assumptions in connection with estimates regarding uncertainty that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year are included in the following table:

Note 2 - Basis of Preparation of the Financial Statements (cont.)**F. Use of estimates and judgment (cont.)**

Estimate	Principal assumptions	Possible effects	Reference
Concessions, permits and business licenses	Forecast of obtaining a new concessions, permits and business licenses which constitute the basis for continuation of ICL's continued operations and ICL's expectation regarding the holding of the operating assets until the end of their useful lives.	Impact on the value of the operations, depreciation periods and residual values of related assets.	See Note 3 "Material Accounting Policies" and Note 18.D "Concessions"
Recoverable amount of cash-generating unit, among other things, containing goodwill	Expected cash flows forecasts, including estimates of mineral reserves, discount rate, market risk and the forecasted growth rate.	Change in impairment valuation.	See Note 13 "Examination of Impairment of Value"
Probability Assessment of contingent and environmental liabilities including cost of waste removal/restoration	Whether it is more likely than not that an outflow of economic resources will be required in respect of potential liabilities under the environmental protection laws and legal claims pending against ICL and the estimation of their amounts. The waste removal/restoration obligations depends on the reliability of the estimates of future removal costs and interpretations of regulations	A change in ICL's estimated provisions for a claim and/or environmental liability, including waste removal and restoration.	See Note 16 "Provisions"

Note 3 - Material Accounting Policies

The accounting policies in accordance with IFRS have been applied consistently in all the periods included in these consolidated statements.

A. Basis for consolidation**1. Business combinations**

The Group applies the "acquisition method" to all business combinations. The acquisition date is the date on which the Group obtains control over the acquired entity. Control exists where the Group is exposed to, or has rights in, the variable yields from its involvement in the acquired company and it has the ability to impact these results by means of its impact on the acquired company. In assessing control, account is taken of significant rights held by the Group and by others.

2. Subsidiaries

Subsidiaries are entities that are controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date control was acquired until the date control ceases to exist.

The accounting policies of subsidiaries were changed as necessary so that they will correspond to the accounting policies adopted by the Group. For details regarding effective control in the subsidiary – see Note 8C.

3. Non-controlling interests

Non-controlling interests are measured at the date of the business combination at either fair value, or at their proportionate interest in the identifiable assets and liabilities of the acquiree, on a transaction-by-transaction basis. This accounting policy choice does not apply to other instruments that meet the definition of non-controlling interests (for example: options for ordinary shares). Such instruments will be measured at fair value or in accordance with other relevant IFRSs.

Transactions with non-controlling interests while retaining control are accounted for as equity transactions. Any difference between the consideration paid or received and the change in non-controlling interests is included in the owners' share of the Company in equity directly in retained earnings.

Note 3 – Material Accounting Policies (Cont.)**A. Basis for consolidation (Cont.)****3. Non-controlling interests (cont.)**

For a rise in the holding rate – according to the proportionate share acquired from the balance of the non-controlling interests in the consolidated financial statements immediately preceding the transaction. For a decrease in the holding rate – according to the proportionate share realized by the owners of the subsidiary in the net assets of the subsidiary, including goodwill. In addition, when the holding rate in the subsidiary changes, while maintaining control, the Company reallocates the accumulated amounts that were recognized in other comprehensive income to the owners of the Company and the holders of non-controlling interests.

Cash flows deriving from transactions with holders of non-controlling interests while maintaining control are classified under “financing activities” in the statement of cash flows.

4. Investment in associated companies and joint ventures accounted for using the equity method of accounting

Investments in associated companies and joint ventures are accounted for using the equity method (equity-accounted investees) and are initially recognized at cost plus transaction costs.

B. Foreign currency**1. Transactions in foreign currency**

The Company’s functional currency is the U.S. dollar. However, for most operations located in Europe, South America and Asia, the functional currency is the local currency.

2. Foreign activities

The assets and liabilities of foreign activities, including goodwill and adjustments to fair value created upon acquisition, were translated into dollars according to the rates of exchange in effect on the date of the report. Income and expenses of foreign activities were translated into dollars according to the rates of exchange that were in effect on the transaction dates.

Foreign currency differences are recognized in other comprehensive income and are presented in equity in the foreign currency translation reserve (hereinafter –Translation Reserve) until the foreign entity is sold or liquidated. When a foreign operation is disposed of, the cumulative amount in the Translation Reserve is reclassified to profit or loss as a part of the capital gain or loss on disposal.

When the foreign operation is a subsidiary of the Company that is not wholly-owned, then the proportionate share of the foreign operation translation difference is allocated to the non-controlling interests.

In addition, at the time of changes in the Company’s rate of holdings in a subsidiary that includes foreign activities, while maintaining control over the subsidiary, a proportionate amount of the accumulated exchange rate differences recognized in the other comprehensive income is reattributed to non-controlling interests.

In general, exchange rate differences in respect of loans received from or granted to foreign activities, including foreign activities that are subsidiaries, are recognized in the consolidated statement of income. Where settlement of loans received from or granted to foreign activities is not planned and is not expected to take place in the foreseeable future, gains and losses from exchange rate differences deriving from these monetary items are included as part of the net investment in the foreign activities and are recognized in other comprehensive income and are presented in equity as part of the Translation Reserve.

C. Financial instruments**1. Non-derivative financial assets**

The Group initially recognizes trade receivables and debt instruments issued on the date that they are originated. All other financial assets are recognized initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument. A financial asset is classified based on the entity’s business model and is initially measured at fair value plus direct transaction costs.

Note 3 – Material Accounting Policies (Cont.)**C. Financial instruments (cont.)****1. Non-derivative financial assets (cont.)**

The Group has balances of trade and other receivables and deposits that are held within a business model whose objective is collecting contractual cash flows, which represent solely payments of principal and interest (for the time value and the credit risk). Accordingly, these financial assets are measured at amortized cost.

Financial assets are derecognized when the contractual rights of the Group to the cash flows from the assets expire, or the Group transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. When the Group retains substantially all the risks and rewards of ownership of the financial asset, it continues to recognize the financial asset.

Subsequent measurement and gains and losses***Financial assets at fair value through profit or loss***

These assets are subsequently measured at fair value. Net gains and losses, including any interest income or dividend income, are recognized in profit or loss (other than certain derivatives designated as hedging instruments).

2. Non-derivative financial liabilities

The Group has non-derivative financial liabilities as follows: revolving credit from banks, loans and credit from banks and others, marketable and non-marketable debentures, liabilities for financing leases and trade and other payables.

Initial recognition of financial liabilities

The Group initially recognizes debt instrument issued on the date they are created. The rest of the financial liabilities are initially recognized on the trade date when the Group becomes a party to the instrument's contractual conditions.

Subsequent measurement of financial liabilities

Subsequent to initial recognition, financial liabilities are measured at amortized cost using the effective interest method.

Elimination of financial liabilities

Financial liabilities are eliminated when the Group's obligation, as detailed in the agreement, expires or is settled or cancelled.

Change in terms of debt instruments

Exchange of debt instruments, having materially different terms, between an existing borrower and lender is treated as settlement of the original financial liability and recognition of a new financial liability at fair value. In addition, a significant change in the terms of an existing financial liability or a part thereof is treated as settlement of the original financial liability and recognition of a new financial liability at fair value.

In a case of a change in terms (or exchange/swap) of a debt instrument that is not significant, the new cash flows are discounted using the original effective interest rate, where the difference between the present value of the financial liability having the new terms and the present value of the original financial liability is recognized in the statement of income. For additional details – see Note 14E(2) below.

Offset of financial instruments

A financial asset and a financial liability are offset and the amounts are presented on a net basis in the statement of financial position where the Group has a current legal right to offset the amounts recognized and the intention is to settle the asset and liability on a net basis or to realize the asset and settle the liability concurrently.

Note 3 – Material Accounting Policies (Cont.)**C. Financial instruments (Cont.)****3. Derivative financial instruments, including hedge accounting**

The Group holds, from time to time, derivative financial instruments in order to reduce exposure to foreign currency risks, risks with respect to commodity prices, marine shipping prices, and interest risks, and also derivatives not used for hedging. Derivatives are recognized according to fair value and changes in the fair value of the derivatives are recorded in the statement of income, in the “financing income” or “financing expenses” category, except for derivatives used to hedge cash flows and derivatives used to hedge the fair value of an item measured at fair value and the change in the fair value is recorded in other comprehensive income. Transaction costs that can be attributed are recorded in the statement of income as incurred.

Hedge accounting

The Group designates certain derivatives as hedging instruments, in order to hedge the changes in the cash flows relating to transactions that are expected at a high level and that derive from changes in exchange rates of foreign currency and changes in the index component and the cash flows in respect of CPI-linked loans and changes in cash flows and interest relating to loans bearing variable interest.

On the date of creation of the hedging relationships, the Group documents the risk management goals and its strategy in making the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in the cash flows of the hedged item and of the hedging instrument are expected to offset each other.

Measurement of derivative financial instruments

Derivatives are initially recognized according to fair value and the allocable transaction costs are charged to the statement of income as incurred. After the initial recognition, the derivatives are measured at fair value, where the changes in the fair value are treated as described below:

Fair value hedge

Changes in the fair value of a derivative financial instrument used to hedge fair value are recorded on the statement of income. In addition, changes in the fair value of the hedged item, in connection with the hedged risks, are also recorded on the statement of income in a parallel manner upon adjustment of the book value of the hedged item. If the hedged item is a derivative instrument for which the Company chose to present the changes in fair value in other comprehensive income, the changes in the fair value of the derivative financial instrument are also to be recorded to other comprehensive income. In such a case, lack of effectiveness of the hedge is also presented in other comprehensive income.

Cash flow hedge

Where a derivative instrument is designated as a hedging instrument in a hedge of cash flows, the effective part of the changes in the fair value of the derivative is recorded in other comprehensive income, directly to a hedge reserve. The effective part of the changes in the fair value of a derivative, which is recorded in other comprehensive income, is limited to the cumulative change in the fair value of the hedged item (based on present value), from the date of creation of the hedge. In respect of the non-effective part, the change in the fair value is recorded in the statement of income immediately.

The Group designates as a hedging instrument with cash-flow hedging relationships the changes in the fair value in respect of the immediate price element of the forward contract (“the Spot Component”). The change in the fair value relating to the future price element of the forward contract (“the Forward Component”) and the base margins in respect of foreign currency, are not included as part of the hedging relationship and are accounted for as a hedge cost, while recording the changes in these components to a reserve for the cost of the hedge.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. Where the hedge accounting is discontinued, the amounts previously accumulated in the hedge reserve and the reserve for the cost of the hedge remain in the reserve, until the date on which they are included in the initial cost of the non-financial item (for hedges of transactions where the result thereof is recognition of a non-financial item), or until the date on which they are reclassified to the statement of income in the period, or periods, during which the expected hedged future cash flows impact the statement of income (for other cash-flow hedges). If the hedged future cash flows are no longer expected, the amounts accumulated in the hedge reserve and the reserve for the cost of the hedge are reclassified immediately to the statement of income.

Note 3 – Material Accounting Policies (Cont.)**C. Financial instruments (Cont.)****3. Economic hedge**

Hedge accounting is not applied with respect to derivative financial instruments used to economically hedge financial assets and liabilities denominated in foreign currency and input prices. The changes in the fair value of these items are recorded in the statement of income as financing income or expenses.

4. Index-linked assets and liabilities not measured at fair value

The value of CPI-linked financial assets and liabilities, which are not measured at fair value, is re-measured every period in accordance with the actual increase or decrease in the CPI.

5. Share capital**Ordinary shares**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of ordinary shares and options for shares are recognized as a deduction from equity, net of the tax effect.

Treasury shares – when shares recognized as equity are repurchased by the Company, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for treasury shares. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus on the transaction is carried to share premium, whereas a deficit on the transaction is deducted from retained earnings.

D. Property, plant and equipment**1. Recognition and measurement**

Property, plant and equipment in the consolidated statements are presented at cost less accumulated depreciation and provision for impairment. The cost includes expenses that can be directly attributed to the acquisition of the asset, including material maintenance expenditures and investments. The cost of assets that were self-constructed includes the cost of the materials and direct labor, as well as any additional costs that are directly attributable to bringing the asset to the required position and condition so that it will be able to function as management intended, as well as an estimate of the costs to dismantle, remove and restore, where there is an obligation for such, and capitalized borrowing costs.

2. Subsequent Costs (after initial recognition)

The cost of replacing part of an item of property, plant and equipment and other subsequent costs are recognized as part of the book value of the item if it is expected that the future financial benefit inherent in the part replaced will flow to the Group and that its cost can be reliably measured. The book value of the part that was replaced is eliminated. Routine maintenance costs are charged to the statement of income as incurred.

3. Depreciation

Depreciation is charged to the statement of income according to the straight-line method over the estimated useful life of each part of the property, plant and equipment items, since this method best reflects the expected utilization of the future benefits embedded in the asset. Owned land is not depreciated.

Note 3 – Material Accounting Policies (Cont.)**D. Property, plant and equipment (Cont.)**

The estimated useful lives for the current period and comparative periods is are follows:

	<u>In Years</u>
Buildings	15–30
Technical equipment and machines (mainly 35)	5–35
Dikes and evaporating ponds (mainly 43)	20–43
Other	3–10

The estimates regarding the depreciation method, useful life and scrap value are evaluated, at a minimum, at the end of every reporting year and are updated where necessary. Over the years, ICL has been able to extend the useful lives of part of its property, plant and equipment, as a result of adoption of new technologies, implementation of operational excellence processes and other current, investments therein and ongoing maintenance thereof.

E. Intangible Assets

Intangible assets with a defined useful life, are measured according to cost less accumulated amortization and accumulated losses from impairment. Intangible assets with indefinite useful lives are measured according to cost less accumulated losses from impairment.

1. Goodwill

Goodwill created as a result of acquisition of subsidiaries is included in the intangible assets category. In subsequent periods, goodwill is measured at cost less accrued impairment losses.

2. Research and development

Expenditures on research activities are recognized in profit or loss when incurred. Development expenditures are capitalized as an intangible asset only if: the development costs can be measured reliably; the product or process is technically and commercially feasible; future economic benefits are probable, and the Group has the intention and sufficient resources to complete development and to use or sell the assets.

3. Amortization

Amortization is recorded on the statement of income using the straight-line method commencing from the date the assets are available for use over the estimated useful economic life of the intangible assets, except for customer contacts and geological surveys that are amortized over the rate of consumption of the economic benefits expected from the asset on the basis of the projected cash flows. Goodwill and intangible assets with an undefined useful life, are not amortized on a systematic basis but, rather, are examined at least once a year for indications of a decline in value.

Internally generated intangible assets are not systematically amortized as long as they are not available for use, i.e., they are not yet on site or in working condition for their intended use by ICL. Accordingly, these intangible assets, such as development costs, are tested for impairment at least once a year, until such date as they are available for use.

Note 3 – Material Accounting Policies (Cont.)**E. Intangible Assets (cont.)****3. Amortization (cont.)**

The estimated useful lives for the current period and comparative periods are as follows:

	<u>In Years</u>
Concessions and mining rights*	*
Trademarks	15–20
Technology/patents	7–20
Customer relationships	15–25
Computer applications	3–10

* over the remaining duration of the rights granted.

The estimated useful life of an intangible asset that is not amortized is examined at least annually in order to determine if events and circumstances continue to support the determination that the intangible asset has an undefined life.

Deferred expenses in respect of geological surveys are amortized over their useful lives based on a geological estimate of the quantity of potash that will be produced from the mining site.

The estimates regarding the amortization method and the useful lives are examined, at a minimum, at the end of the year of the report and are adjusted where necessary. The estimated useful life of the customer relationships is examined on an ongoing basis, based on an analysis of the relevant evidence and factors – this being after taking into account the experience ICL has accumulated relating to repeat orders and attrition rates, and after considering the future economic benefits expected to flow to ICL deriving from these customer relationships.

F. Inventory

Inventory is measured at the lower of cost or net realizable value. The cost of the inventory includes the costs of purchasing the inventory and bringing it to its current location and condition. In the case of work in process and finished goods, the cost includes the proportionate part of the manufacturing overhead based on normal capacity. Net realizable value is the estimated selling price in the ordinary course of business, after deduction of the estimated cost of completion and the estimated costs required to execute the sale.

The cost of the inventory of raw and auxiliary materials, maintenance materials, finished goods and goods in process, is determined mainly according to the “moving average” method.

If the benefit from the exploration stripping costs (costs of removal of waste incurred in mining activities of a mine during its production stage) is realized in the form of inventory, ICL treats these stripping costs as inventory. If the benefit is improved access to the quarry, ICL recognizes these costs as an increase to a non-current asset, upon fulfillment of the criteria presented in IFRIC 20.

Inventory the sale of which is expected to take place in a period of more than 12 months from the date of the report is presented as non-current inventory in the non-current assets section.

G. Impairment**1. Non-derivative financial assets**

A provision for expected credit losses in respect of a financial asset at amortized cost, including trade receivables, are measured at an amount equal to the full lifetime expected credit losses. Expected credit losses are a probability-weighted estimate of credit losses. With respect to other debt instruments, the provision for expected credit losses is measured at an amount equal to 12-month expected credit losses, unless their credit risk has increased significantly since initial recognition. A provision for such losses in respect of a financial asset at amortized cost, are presented net of the gross book value of the financial asset.

Note 3 – Material Accounting Policies (Cont.)**2. Non-derivative financial assets****Timing of examination of decline in value**

The book value of the Group's non-financial assets, other than inventory and deferred tax assets, is examined for each reporting period in order to determine if there are signs indicating impairment in value. If such signs exist, the estimated recoverable amount of the asset is calculated. Once a year on a fixed date, the Group makes an estimate of the recoverable amount of goodwill and intangible assets having an undefined life or that are not available for use, or more frequently if there are signs of a decline in value. For additional information – see Note 13.

Measurement of recoverable amount

The recoverable amount of an asset or a cash-generating unit is the higher of its value in use or the net selling price (fair value less cost of disposal). When determining the value in use, the anticipated future cash flows are discounted according to an after-tax discount rate that reflects the evaluations of the market's participants regarding the time value of money and the specific risks relating to the asset or to the cash-generating unit, in respect of which the future cash flows are expected to derive from the asset or the cash-generating unit were not adjusted.

Assets of ICL's headquarters and administrative facilities do not produce separate cash flows and they serve more than one cash-generating unit. Such assets are allocated to cash-generating units on a reasonable and consistent basis and are examined for impairment as part of the examination of impairment of the cash-producing units to which they are allocated.

H. Employee Benefits

The Group has several post-employment benefit plans. The plans are funded partly by deposits with insurance companies or funds managed by a trustee, and they are classified as defined contribution plans and as defined benefit plans. For further information – see Note 17 below.

1. Defined contribution plans

A defined contribution plan is a post-employment benefit plan whereby the Group pays fixed contributions into a separate entity and has no legal or constructive obligation to pay further amounts.

The Group's obligation to make deposits in a defined contribution plan is recorded as an expense in the statement of income during the periods during which the employees provided the related services.

2. Defined benefit plans

Defined benefit plans are post-employment benefit plans that are not defined contribution plans.

The Group's net obligation, regarding defined benefit plans for post-employment benefits, is calculated for each plan separately by estimating the future amount of the benefit to which an employee will be entitled as compensation for his services during the current and past periods. The benefit is presented according to present value after deducting the fair value of the plan assets.

The movement in the net liability in respect of a defined benefit plan for every accounting period is composed as follows:

- (i) Current service costs;
- (ii) Net financing income (expenses);
- (iii) Exchange rate differences.
- (iv) Past service costs and plan reduction.

The difference, as of the date of the report, between the net liability at the beginning of the period, plus the profit and loss movement, as described above, and the actuarial liability less the fair value of the plan assets at the end of the period, reflects the balance of the actuarial gains or losses recorded through the statement of other comprehensive income directly to the retained earnings.

Note 3 – Material Accounting Policies (Cont.)**H. Employee Benefits (cont.)****3. Compensation for early retirement**

Compensation for early retirement of employees is recognized as an expense and a liability where the Group has clearly undertaken, with no genuine possibility for cancellation, to dismiss employees prior to their reaching the customary retirement date, in accordance with a formal detailed plan. The benefits given to employees upon voluntary retirement are charged as an expense when the Group proposes a plan to the employees encouraging voluntary retirement, and where it is expected that the proposal will be accepted and it is possible to reliably estimate the number of employees that will accept the proposal.

4. Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided or upon the actual absence of the employee when the benefit is not accumulated (such as maternity leave).

5. Share-based payment transactions

The fair value on the grant date of share-based payment grants to employees is recorded as a salary expense, with a corresponding increase in equity over the period in which an unconditional right to the grants is obtained. The amount recorded as an expense in respect of share-based payment grants, which are contingent on vesting conditions that are service conditions or performance conditions that are not market conditions, are adjusted in order to reflect the number of options that are expected to vest.

I. Provisions

A provision is recognized when the Group has a present legal or constructive obligation as the result of an event that occurred in the past, when it can be reliably estimated and when it is expected that a flow of economic benefits will be required in order to settle the obligation. In cases wherein it is not possible to the possible outcome of the obligation, no provision is recorded in the financial statements.

1. Provision for environmental costs

ICL recognizes a provision for an existing obligation that has occurred for prevention of environmental pollution and anticipated provisions for costs relating to environmental restoration stemming from current or past activities. Environmental costs that increase the life expectancy or efficiency of the facility or decrease or prevent the environmental pollution are recorded as provisions and are capitalized to the cost of the fixed assets and are depreciated according to the usual depreciation rates used by ICL.

2. Site restoration

A provision for return and restoration of sites is recognized when ICL has a legal obligation that could derive from, among other things, environmental regulations.

3. Legal claims

A provision for legal claims is recorded where the Group has a present legal or constructive obligation as the result of a past event, when it is more likely than not that the Group will be required to use its economic resources to settle the obligation and it can be reliably estimated.

J. Recognition of Revenues**Identifying a contract**

ICL accounts for a contract with a customer only when the following conditions are met:

- (a) The parties to the contract have approved the contract and they are committed to satisfying the obligations attributable to them;
- (b) ICL can identify the rights of each party in relation to the goods that will be transferred;
- (c) ICL can identify the payment terms for the goods that will be transferred;
- (d) The contract has a commercial substance (i.e., the risk, timing and amount of the entity's future cash flows are expected to change as a result of the contract); and

Note 3 – Material Accounting Policies (Cont.)**J. Recognition of Revenues (Cont.)**

- (e) It is probable that the consideration, to which ICL is entitled to in exchange for the goods transferred to the customer, will be collected.

For the purpose of paragraph (e) above, ICL examines, among other things, the percentage of the advance payments received and the spread of the contractual payments, past experience with the customer and the status and existence of sufficient collateral.

Identifying performance obligations

ICL is a global specialty minerals and chemical company engaged in the sale of various goods produced in its different segments of operation. ICL's contracts primarily derived from a single performance obligation to deliver the product specified in the contract.

Determining the transaction price

The transaction price is the amount of the consideration stated in the contract with the customer that is expected to be received in exchange for transfer of goods promised to the customer, other than amounts collected for third parties. The variable consideration, which primarily includes commercial discounts, commercial returns and volume rebates, does not have a material impact on the financial statements.

Fulfillment of performance obligation

Revenue is recognized at the point in time, when ICL transfers control over the promised goods to the customer. Transfer of the control over goods to a customer generally takes place upon shipment or when accepted by the customer, as provided in the sale contract.

Determining the transaction price (cont.)Payment terms

ICL has various payment terms that represent the acceptable commercial terms in the relevant markets. ICL's policy is to engage in agreements with payment terms not exceeding one year, and applies the practical expedient in the accounting practice to not separate a significant financing component where the time difference between the transfer of the goods to the customer and receipt of the payment is one year or less.

K. Government grants

Government grants are recognized initially at fair value when there is reasonable assurance that they will be received, and ICL will comply with the conditions for the receipt thereof. Unconditional government grants are recognized when ICL is entitled to receive them.

L. Leases

- (1) Determination whether an arrangement contains a lease – on the inception date of the lease, ICL determines whether the arrangement is a lease or contains a lease, while examining if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For lease contracts that contain non-lease components, such as services or maintenance, that are related to a lease component, ICL elected to account for the contract as a single lease component without separating the components.

- (2) Leased assets and lease liabilities – ICL has elected to apply the practical expedient by which short-term leases of up to one year and/or leases in which the underlying asset has a low value, are recognized in profit or loss on a straight-line basis, over the lease term, without recognizing an asset and/or liability in the statement of financial position.

The lease term is the non-cancellable period of the lease plus periods covered by an extension or termination option if it is reasonably certain that the lessee will or will not exercise the option, respectively.

Variable lease payments that depend on an index or a rate, are initially measured using the index or rate existing at the commencement of the lease and are included in the measurement of the lease liability. When the cash flows deriving from future lease payments change as the result of a change in an index or a rate, the balance of the liability is adjusted against the right-of-use asset.

Note 3 – Material Accounting Policies (Cont.)**L. Leases (Cont.)**

Other variable lease payments that are not included in the measurement of the lease liability are recognized in profit or loss in the period in which the event or condition that triggers payment occurs.

M. Financing Income and Expenses

Financing income includes income from interest on amounts invested, loans granted, changes in the fair value of financial assets presented at fair value through the income statement, gains from exchange rate differences, financing income in respect of employee benefits and gains from derivative financial instruments recognized in the statement of income.

Financing expenses include interest on loans received, costs in respect of securitization transactions, losses from impairment of value of certain financial assets, leases, and changes due to the passage of time in liabilities in respect of defined benefit plans for employees less the interest income deriving from plan assets relating to a defined benefit plan for employees and exchange rate losses.

In the statements of cash flows, interest received is presented as part of cash flows from investing activities. Dividends received are presented as part of cash flow from operating activities. Interest paid and dividends paid are presented as part of cash flows from financing activities. Accordingly, financing costs that were capitalized to qualifying assets are presented together with interest paid as part of cash flows from financing activities.

Foreign currency gains and losses on financial assets and financial liabilities are reported on a net basis as either financing income or financing expenses depending on whether foreign currency movements are in a net gain or net loss position.

N. Taxes on Income

Taxes on income (including surplus profit levy on natural resources) include current and deferred taxes, which are recognized in profit or loss, unless they relate to a business combination or are recognized directly in equity or in other comprehensive income when they relate to items recognized directly in equity or in other comprehensive income.

A provision for uncertain tax positions, including additional tax and interest expenses, is recognized when it is more likely than not that ICL will have to pay the obligation.

Deferred taxes

The Group does not recognize deferred taxes for the following temporary differences: initial recognition of goodwill and differences deriving from investments in subsidiaries and investments in companies accounted for using the equity method of accounting, if it is not expected that they will reverse in the foreseeable future and the Group controls the reversal date of the difference, whether through sale or distribution of a dividend. Deferred taxes in respect of intra-company transactions in the consolidated financial statements are recorded according to the tax rate applicable to the acquiring company. The deferred tax assets are examined on every reporting date, and if it is not expected that the related tax benefits will be realized they are eliminated.

The Group offsets current and deferred tax assets and liabilities if there is a legally enforceable right and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle on a net basis.

Additional tax in respect of dividend distribution

ICL could become liable for additional taxes in the case of distribution of intercompany dividends between ICL's companies. These additional taxes are not included in the financial statements as ICL's companies decided not to cause distribution of a dividend that involves additional taxes to the paying company in the foreseeable future. In cases where an investee company is expected to distribute a dividend involving additional tax, ICL records a reserve for expected additional taxes.

Tax refunds in respect of dividend distribution

The Group is entitled to tax refunds in respect of dividends received from an Approved Enterprise on the date of distribution thereof to its shareholders. Accordingly, the Group recognizes tax income in respect of tax refunds as stated on the declaration date of the dividend.

Note 3 – Material Accounting Policies (Cont.)**O. Amendments to Standards and Interpretations not yet Adopted**

IFRS 18, Presentation and Disclosure in the Financial Statements

This Standard replaces the International Accounting Standard 1 (IAS 1) "Presentation of Financial Statements". As part of the new disclosure requirements, companies will be required to present in the statement of income new defined interim amounts (subtotals): operating income and income before financing and taxes. In addition, income statement items will be classified into three new defined categories: operating, investment and financing. The Standard also includes a requirement to provide a separate disclosure in the financial statements regarding the use of management-defined performance measures ("non-GAAP" measures), and specific instructions were added for the grouping and splitting of items in the financial statements and in the notes. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, with an option for early adoption. Pursuant to a decision of the plenary Securities Authority, reporting companies may make early adoption of the Standard starting from reporting periods beginning on January 1, 2025. The Company is examining the effects of the Amendment on the financial statements with no plans for early adoption.

Note 4 - Determination of Fair Value

As part of its accounting policies and disclosures, the Group is required to determine the fair value of both financial and non-financial assets and liabilities. The fair values have been determined for measurement and/or disclosure purposes based on the methods described below. Further information about the assumptions made in determining the fair value is disclosed in the notes specific to that asset or liability.

A. Derivatives

The fair value of forward contracts in foreign currency is determined by averaging the exchange rate and the appropriate interest coefficient for the period of the transaction and the relevant currency index.

The fair value of interest rate swap contracts is determined by discounting the estimated amount of future cash flows based on the terms and length of period to maturity of each contract, while using market interest rates of similar instruments at the measurement date.

The fair value of cross currency and interest rate swaps is based on the market interest prices for discounting the future cash flows on the basis of the terms and length of the period to maturity of each transaction, while using market interest rates of similar instrument as of the measurement date.

Future contracts on energy and marine shipping prices are presented at fair value based on quotes of the prices of products on an ongoing basis. The reasonableness of fair value is examined by comparing it with banks' quotations.

B. Non-derivative financial liabilities

Non-derivative financial liabilities are measured at fair value, at initial recognition and for disclosure purposes, at each annual reporting date (other than when designated to fair value through profit or loss at initial recognition).

The fair value for disclosure purposes is determined based on the quoted trading price in the market for marketable debentures, whereas for non-marketable debentures it is determined by discounting the present value of the future cash flows in respect of the principal and interest component using the market interest rate as of the date of the report.

C. Investments in equity securities

The fair value of investments in equity instruments classified as fair value through other comprehensive income and investments in equity instruments classified as fair value through profit and loss, is determined based on their market price at date of the report.

Note 5 - Other Receivables and Derivative Instruments**Composition**

	As of December 31	
	2025	2024
	\$ millions	\$ millions
Government institutions	140	110
Current tax assets	74	51
Prepaid expenses	58	41
Derivative instruments (1)	49	16
Receivables from sale of equity accounted investees	2	2
Other	63	46
	386	266

(1) See Note 31.

Note 6 – Inventories**Composition**

	As of December 31	
	2025	2024
	\$ millions	\$ millions
Finished products	1,290	1,071
Work in progress	166	164
Raw materials	393	321
Spare parts	170	147
Total inventories	2,019	1,703
Less – non-current inventories, mainly raw materials (presented in non-current assets)	85	77
Current inventory	1,934	1,626

Note 7 - Investments Held based on the Equity Method of Accounting

On March 21, 2025, the Company completed an investment in and acquisition of shares from existing shareholders of Prodalim. Prodalim is a global Israeli company engaged in creating natural solutions for various industries. Its products include concentrates, flavors and fragrances, beverage bases and other natural functional ingredients. In addition, Prodalim is developing and commercializing innovative technology focused on the developing world of reducing or removing alcohol from alcoholic beverages.

In accordance with the Investment Agreement, the Company invested an amount of \$42 million in Prodalim in addition to the Investment Agreement, the Company has entered into an agreement with I.W.S International B.V. to purchase all of the shares that I.W.S. holds in Prodalim, in consideration of an amount of approximately \$71.9 million, and it has also entered into agreements with additional sellers (who are not members of the founding family) to purchase their shares in Prodalim, in consideration of the amount of approximately \$2 million, such that, in total, the Company invested approximately \$116 million (excluding transaction costs of approximately \$2 million) in exchange for approximately 29% of Prodalim's shares (approximately 27.5% on a fully-diluted basis). In addition, an amended Shareholders' Agreement and Articles of Association were signed between Prodalim, the Company and the remaining shareholders of Prodalim, which took effect on the date of completion of the Investment Transaction.

The main rights determined for the Company are: (a) as long as the Company holds 15% of Prodalim, it will have the right to appoint two out of seven directors of Prodalim; (b) the Company will have veto rights (protective provisions) over types of decisions as set forth in the agreement; (c) the Company will have a right of first refusal, a tag-along right and a preemptive right, and it will also be subject to a right of first refusal and a tag-along right, under the terms and conditions set forth in the agreement.

Subsequent to the reporting date, on February 24, 2026, Prodalim announced the results of an initial public offering (the "Offering") of its shares on the Tel Aviv Stock Exchange.

As a result of the Offering, the Company's holdings in Prodalim were diluted. Following the Offering, the Company holds approximately 24.45% of Prodalim's share capital (23.26% on a fully diluted basis) and upon completion of Prodalim's initial public offering, a new shareholders' agreement became effective, replacing above mentioned agreement, and provides, inter alia, for the Company's right to appoint one director while it holds more than 5% of Prodalim's issued share capital, information rights for reporting purposes, non-competition under certain conditions.

The Company did not sell or purchase any shares of Prodalim as part of the Offering.

As a result of Prodalim's Offering, the Company expects to record a capital gain in its first quarter of 2026 financial statements, which will be affected by Prodalim's equity close to the date of the Offering, which as of the date of this report is not known (based on Prodalim's September 30, 2025 and December 31, 2025 financial statements, the capital gain is expected to be approximately \$11 million).

As the Company has significant influence over Prodalim, the investment is accounted for using the equity method.

Note 8 - Investments in Subsidiaries, Business Combinations and Transactions with Non-Controlling Interests

A. Business Acquisition and Divestiture in ICL

Subsequent to the reporting date in January 2026, ICL acquired 49.9% of Bartek Ingredients, shares and preferred debt for total consideration of approximately \$90 million. Bartek is a global leader in food-grade malic and fumaric acids, serving hundreds of customers and distributors across the food, beverage, confectionery, bakery and other end-markets. The timing and scale of the second phase, which will result in the acquisition of the remaining shares, are subject to certain business and integration milestones. ICL holds a substantive call option to acquire the remaining shares at any time from the initial closing date. In addition, the seller holds a put option exercisable starting in the third year following the initial sale. If the options are not exercised within five years from the transaction date, ICL will be obligated to acquire the remaining shares.

Since ICL holds a substantive call option to acquire the remaining shares of Bartek and has the practical ability to exercise it at any time from the initial closing date, Bartek will be consolidated in ICL's financial statements.

B. Non-controlling interests in subsidiaries

The following tables summarize information regarding a Group subsidiary, including adjustments to fair value made on the acquisition date, except for goodwill, in which there are non-controlling interests that are significant to the Group (before elimination of intercompany transactions):

	ICL	
	As of December 31	
	2025 \$ millions	2024 \$ millions
Country of incorporation	Israel	
Rate of holdings	44%	44%
Rate of non-controlling interests	56%	56%
Current assets	4,164	3,586
Non-current assets	8,281	7,772
Current liabilities	(3,131)	(2,328)
Non-current liabilities	(3,046)	(3,013)
Total net assets	6,268	6,017
Book value of non-controlling interests	3,708	3,565

	2025 \$ millions	2024 \$ millions	2023 \$ millions
Sales	7,153	6,841	7,536
Net income for the year	280	464	687
Other comprehensive income (loss)	252	(216)	119
Total comprehensive income	532	248	806
Net income attributable to non-controlling interests	180	284	402
Cash flows provided by operating activities	1,056	1,468	1,710
Cash flows used in investing activities	(915)	(694)	(853)
Cash flows used in financing activities	(6)	(650)	(557)
Dividends paid to non-controlling interests	(189)	(196)	(280)
Total increase (decrease) in cash and cash equivalents	(54)	(72)	20

Note 8 - Investments in Subsidiaries, Business Combinations and Transactions with Non-Controlling Interests (cont.)

B. Non-controlling interests in subsidiaries (Cont.)

The following tables present information with respect to non-controlling interests in a subsidiary of ICL, YPH (at the rate of 50%), before elimination of inter-company transactions. The information includes fair value adjustments that were made on the acquisition date, other than goodwill and presented without adjustments for the ownership rates held by ICL.

	As of December 31	
	2025	2024
	\$ millions	\$ millions
Current assets	244	270
Non-current assets	420	365
Current liabilities	(122)	(96)
Non-current liabilities	(36)	(38)
Equity	(506)	(501)

	For the year ended		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Sales	692	579	546
Operating income	145	152	105
Depreciation and amortization	39	37	33
Operating income before depreciation and amortization	183	189	138
Net income	109	114	85
Total comprehensive income	131	103	71

C. Restrictions

ICL

1. ICL and certain of its subsidiaries issued a "Special State Share", is held by the State of Israel, for the purpose of monitoring matters of vital interest to the State of Israel, grants special rights to make decisions, among other things, on the following matters:
 - a. Sale or transfer of ICL assets, which are "essential" to the State of Israel, not in the ordinary course of business.
 - b. Voluntary liquidation, change or reorganization of the organizational structure of ICL or merger (excluding mergers of entities controlled by ICL, directly or indirectly, that would not impair the rights or power of the Government, as holder of the Special State Share).
 - c. Any acquisition or holding of 14% or more of the issued share capital of ICL.
 - d. The acquisition or holding of 25% or more of the issued share capital of ICL (including augmentation of an existing holding up to 25%), even if there was previously an understanding regarding a holding of less than 25%.

Note 8 - Investments in Subsidiaries, Business Combinations and Transactions with Non-Controlling Interests (cont.)**C. Restrictions (cont.)**

- e. Any percentage of holding of the ICL's shares, which grants its holder the right, ability or actual possibility to appoint, directly or indirectly, such number of the Company's directors equal to half or more of the Company's directors appointed.

In 2018, an inter-ministerial team was established, led by the Ministry of Finance, with the purpose of regulating the authority and oversight concerning the Special State Share, as well as reducing the regulatory burden. In January 2019, the team's work was suspended. ICL is unable to estimate if or when the team's work will resume, or its potential impact.

- 2. Regarding restrictions due to receipt of credit of ICL – see Note 14B(2). Some of the said restrictions could limit ICL's ability to distribute a dividend in the future.
- 3. Regarding restrictions due to sale of customer receivables as part of a securitization transaction of ICL – see Note 14C.
- 4. Regarding liabilities secured by a lien of ICL – see Note 14F(2).

Subsidiary - ICL

Although the Company holds less than 50% of the voting rights in ICL, it has concluded that it has effective control over ICL. This assessment is based on the fact that remaining voting rights are widely dispersed among a large number of shareholders with no indication that these shareholders exercise, or are able to exercise, their voting rights collectively. In addition, as stated above, ICL is subject to a Special State Share.

Note 9 – Investments Measured at Fair Value through Other Comprehensive Income

- A. In September, 2021, the Company entered into an agreement (the "Investment Agreement") to acquire shares of AKVA Group ASA ("AKVA"), a public company whose shares are traded on the Oslo Stock Exchange, engaged in the provision of solutions and services in the field of aquaculture, including technological solutions for land-based aquaculture.

In October, 2021, the transaction was completed, following which the Company holds approximately 18% of AKVA's shares, in consideration for an aggregate investment amount of approximately NOK 637 million, equivalent to approximately \$74 million, net of hedging transactions.

Upon completion of the transaction, the Company designated the investment as measured at fair value through other comprehensive income.

As of December 31, 2025, and March 24, 2026, the carrying amount of the investment in AKVA's shares amounted to approximately \$58 million (approximately NOK 586 million) and approximately \$73 million (approximately NOK 706 million), respectively.

- B. In February 2023, the Company participated in a capital raising round of Nordic Aqua Partners AS (hereinafter – "NOAP"), a public company whose shares are traded on the Oslo Stock Exchange, together with certain shareholders of AKVA. The Company's investment amounted of approximately NOK 89 million (approximately \$9 million), out of total gross proceeds of approximately NOK 300 million. Upon completion of the transaction, the Company held approximately 9% of NOAP's equity and designated the investment as measured at fair value through other comprehensive income.

In December 2023, the Company participated pro rata share in an additional fundraising round, investing approximately NOK 9 million (approximately \$1 million), and maintained its ownership interest in NOAP.

In October 2024, the Company participated in a third fundraising round, investing approximately NOK 35.6 million (approximately \$3.3 million), corresponding to 475,000 shares of NOAP. Following this investment, the Company's ownership interest in NOAP increased by an immaterial amount. As of December 31, 2025, and March 24, 2026, the carrying amount of the investment in NOAP's shares amounted to approximately \$18 million (approximately NOK 176 million) and approximately \$16 million (approximately NOK 157 million), respectively.

Note 10 – Other Non-Current Assets

	As of December 31	
	2025	2024
	\$ millions	\$ millions
Surplus in employees' defined benefit plans (1)	161	134
Non-current inventory	85	77
Long-term deposits	9	8
Receivables from equity – accounted investees sale	8	9
Other	20	33
	<u>283</u>	<u>261</u>

(1) See Note 17.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 11 – Property, Plant and Equipment

A. Composition

	Land and buildings	Technical equipment and machinery	Dikes and evaporating ponds (3)	Plants under construction (1) \$ millions	Rights-of-use asset (2)	other	Total
Cost							
Balance at January 1, 2025	1,226	8,504	2,113	606	618	1,299	14,366
Additions	118	388	171	23	68	91	859
Disposals	(5)	(13)	(1)	-	(89)	(5)	(113)
Translation differences	86	227	42	26	24	14	419
Balance at December 31, 2025	1,425	9,106	2,325	655	621	1,399	15,531
Accumulated depreciation							
Balance as of January 1, 2025	621	4,914	988	-	276	1,076	7,875
Depreciation	36	287	151	-	84	49	607
Impairment	8	71	-	32	-	-	111
Disposals	(4)	(11)	(1)	-	(70)	(5)	(91)
Translation differences	33	133	32	-	12	9	219
Balance as of December 31, 2025	694	5,394	1,170	32	302	1,129	8,721
Depreciated cost as of December 31, 2025	731	3,712	1,155	623	319	270	6,810

(1) The additions are presented net of items whose construction has been completed and therefore have been reclassified to other categories in "property, plant and equipment".

(2) The total additions were recorded against lease liabilities under IFRS 16.

(3) Depreciation expenses allocation in the amount of \$42 million on the "Dikes and evaporating ponds" assets.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 11 – Property, Plant and Equipment (cont.)

A. Composition (cont.)

	Land and buildings	Technical equipment and machinery	Dikes and evaporating ponds (3)	Plants under construction (1)	Rights-of-use asset (2)	other	Total
	\$ millions						
Cost							
Balance at January 1, 2024	1,234	8,280	2,025	523	579	1,219	13,860
Additions	49	393	137	98	97	88	862
Disposals	(8)	(66)	(29)	–	(41)	(3)	(147)
Translation differences	(53)	(108)	(20)	(15)	(17)	(6)	(219)
Additions in respect of business combinations	4	5	–	–	–	1	10
Balance at December 31, 2024	1,226	8,504	2,113	606	618	1,299	14,366
Accumulated depreciation							
Balance as of January 1, 2024	607	4,765	885	–	225	1,018	7,500
Depreciation	34	256	148	–	86	65	589
Disposals	(6)	(60)	(29)	–	(27)	(3)	(125)
Impairment of value	–	14	–	–	–	–	14
Translation differences	(15)	(63)	(16)	–	(8)	(5)	(107)
Additions in respect of business combinations	1	2	–	–	–	1	4
Balance as of December 31, 2024	621	4,914	988	–	276	1,076	7,875
Depreciated cost as of December 31, 2024	605	3,590	1,125	606	342	223	6,491

(1) The additions are presented net of items for which construction has been completed and, accordingly, were reclassified to other categories in the "property, plant and equipment" section.

(2) The total additions were recorded against lease liabilities (IFRS 16).

(3) Depreciation expenses allocation in the amount of \$37 million on the "Dikes and evaporating ponds" assets.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 12 – Intangible Assets

A. Composition

	Goodwill	Concessions and mining rights	Trademarks	Technology/ patents	Customer relationships	Computer applications	other	Total
	\$ millions							
Cost								
Balance at January 1, 2025	774	250	82	114	186	194	71	1,671
Additions in respect of business combinations	-	-	-	20	-	-	-	20
Additions	2	38	-	7	-	23	5	75
Reallocation (1)	(30)	-	1	9	20	-	-	-
Disposals	-	(5)	-	-	-	(1)	-	(6)
Translation differences	38	9	7	7	13	5	1	80
Balance at December 31, 2025	784	292	90	157	219	221	77	1,840
<u>Amortization and impairment losses</u>								
Balance as of January 1, 2025	50	126	37	69	162	109	59	612
Amortization for the year	-	10	3	7	14	19	2	55
Translation differences	1	1	5	5	11	3	4	30
Balance at December 31, 2025	51	137	45	81	187	131	65	697
Depreciated cost as of December 31, 2025	733	155	45	76	32	90	12	1,143

(1) Reallocation of \$30 million from goodwill to other intangible assets following the finalization of a PPA assessment

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 12 – Intangible Assets (cont.)

A. Composition (cont.)

	Goodwill	Concessions and mining rights	Trademarks	Technology/ patents	Customer relationships	Computer applications	other	Total
	\$ millions							
Cost								
Balance at January 1, 2024	762	249	86	119	200	166	73	1,655
Additions	–	5	–	–	–	31	2	38
Disposals	–	–	–	–	–	(1)	(3)	(4)
Additions in respect of business combinations	85	–	–	–	–	–	–	85
Translation differences	(73)	(4)	(4)	(5)	(14)	(2)	(1)	(103)
Balance at December 31, 2024	774	250	82	114	186	194	71	1,671
<u>Amortization and impairment losses</u>								
Balance as of January 1, 2024	51	117	37	67	160	95	63	590
Amortization for the year	–	9	2	5	12	17	3	48
Disposals	–	–	–	–	–	(1)	(3)	(4)
Translation differences	(1)	–	(2)	(3)	(10)	(2)	(4)	(22)
Balance at December 31, 2024	50	126	37	69	162	109	59	612
Depreciated cost as of December 31, 2024	724	124	45	45	24	85	12	1,059

Note 12 – Intangible Assets (Cont.)

- B. Total book value of intangible assets having defined useful lives and those having indefinite useful lives are as follows:

	As of December 31	
	2025	2024
	\$ millions	\$ millions
Intangible assets with a defined useful life	377	303
Intangible assets with an undefined useful life	766	756
	<u>1,143</u>	<u>1,059</u>

Note 13 – Impairment Testing

A. Impairment testing for intangible assets with an indefinite useful life

Goodwill and intangible assets with an indefinite useful life are not amortized on a systematic basis but, rather, are examined at least once a year for impairment in value.

The Company has recognized goodwill arising from its historical investments in ICL. For purposes of examining impairment of the cash-generating unit that includes goodwill, this goodwill is allocated to ICL's operating segments. In addition, ICL itself has goodwill allocable to its operating segments.

The goodwill in ICL is not monitored for internal reporting purposes and, accordingly, it is allocated to ICL's operating segments. The impairment test of the carrying amount of goodwill is conducted accordingly.

For impairment testing purposes, the trademarks with an indefinite useful life were allocated to the cash-generating units which represent the lowest level in ICL.

In the third quarter of 2025, the Company and ICL conducted their annual impairment test of goodwill and did not identify any impairment. The recoverable amount of the operating segments was determined based on their value in use, which is based on ICL's management internal valuation of the discounted future cash flows generated from the continuing operations of the operating segments.

In connection with the agreement signed with the State of Israel and the agreed consideration for the concession assets, as detailed in Note 18D(1) below, ICL evaluated a downside scenario as part of its impairment analysis for the relevant Israeli operations. This scenario assumes continued operations until the end of the current Concession Period (March 2030), at which point ICL is expected to receive the agreed consideration for the concession assets. Although ICL currently considers this scenario to be less likely, no impairment was identified under this scenario.

The future cash flow of each operating segment of ICL was based on the segment approved five-year plan, which includes segment estimations for revenues, operating income and other factors, such as working capital and capital expenditures. The segments' projections were based, among others, on the assumed sales volume growth rates according to long-term expectations, internal selling prices and raw materials prices based on external data sources, when applicable and relevant.

The key assumptions used to calculate the operating segments' recoverable amounts are a nominal after tax discount rate of 9.6% or 8.9% based on the expected duration of the operation and a long term growth rate of 2.5%, reflecting the industries and markets in which ICL is engaged.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 13 – Impairment Testing (cont.)

The carrying amounts of intangible assets with an indefinite useful life are as follows:

	As of December 31	
	2025	2024
	\$ millions	\$ millions
Goodwill		
Phosphate Solutions	156	149
Industrial Products	92	89
Growing Solutions	331	335
Potash	125	123
Other	29	28
	733	724
Trademarks – ICL	33	32
	766	756

B. Impairment testing for Property, Plant and Equipment

- As part of the ICL's comprehensive strategic review of its operations, and its efforts to focus its activities on strategic growth drivers and to optimize its core businesses, on November 11, 2025, ICL decided to discontinue its operations in the United States related to the establishment of a lithium iron phosphate ("LFP") cathode active material production facility. In addition, in a joint decision with Shenzhen Dynanonic, the parties agreed to terminate the joint venture for the establishment of a similar facility in Spain.

This decision follows the US Department of Energy's (DOE) announcement on October 9, 2025, regarding the cancellation of funding for the US project in St. Louis, as well as the absence of funding from the European Union for the planned LFP cathode active material production facility in Spain. The lack of such funding, combined with evolving global trends in the electric vehicle market indicating lower-than-expected demand, and regulatory changes in key markets such as the US and China, significantly impacted the projects' economic feasibility. These factors, along with the high capital investments and substantial operating costs required, led to the decision to cease both projects. As a result, ICL recognized a write-off of assets in the amount of about \$40 million (net of tax), which was recorded under other expenses in the Consolidated Statement of Income.

- Following ICL's comprehensive strategic review, including its assessment of future investments in low-synergy activities, and in light of challenges in product development and updated expectations regarding the timing and extent of market penetration for polyhalite, ICL performed an impairment assessment of its consolidated subsidiary Boulby, which conducts the polyhalite operations.

In estimating the recoverable amount as part of the impairment assessment, ICL applied the value in use methodology, which was calculated as the present value of the updated future cash flows expected to be generated from the polyhalite operations. ICL's management engaged an independent third party to review and validate the underlying assumptions.

The future cash flow was based on ICL's forecasts of market penetration, which includes assumptions related to forecasted revenues, production and selling costs and required capital expenditures, including whether additional investment in the mining zone will be executed.

The recoverable amount was calculated using a nominal after tax discount rate of 11% and a long-term growth rate of 2%, which reflect the risks specific to the industry and markets in which the operations are conducted.

Based on the impairment assessment results, ICL recognized an impairment loss of \$50 million related to Boulby's property, plant and equipment, which was recorded under other expenses in the Consolidated Statement of Income.

Note 14 – Loans and Credit from Banks and Others

This Note provides information regarding the contractual conditions of the Group's interest-bearing loans and credit, which are measured based on amortized cost. Additional information regarding the Group's exposure to interest risks, foreign currency and liquidity risk is provided in Note 31, in connection with financial instruments.

A. Composition

	As of December 31	
	2025 \$ millions	2024 \$ millions
Current liabilities		
Short-term credit:		
Loans from financial institutions (1)	489	326
Current maturities of:		
Debentures	198	124
Long-term loans from financial institutions	302	76
Lease liability	79	78
	579	278
Total current liabilities	1,068	604
Non-current liabilities		
Marketable debentures	1,678	1,489
Non-marketable debentures	46	46
Loans from financial institutions	967	901
Long-term lease liability	255	264
	2,946	2,700
Total other long-term liabilities	(579)	(278)
Less current maturities	2,367	2,422
Total non-current liabilities		

(1) Including \$325 million from securitization and \$164 million credit from banks.

B. Restrictions on the Group in connection with receipt of credit

1. The Company and the Headquarters Companies

Restrictions in connection with credit agreements with banks

Collaterals for the credit agreements

As part of the credit agreements of the Company and the Headquarters Companies, in an aggregated amount of approximately \$150 million, that were received from banks, as well as under agreements governing derivative transactions and credit facilities, the Company has undertaken to provide certain collaterals.

The collaterals may be given in cash and/or marketable shares of ICL as agreed to with each lender. The balance of the collaterals is derived from the balance of the total credit, the value of the collaterals at that time, the scope of the trading volumes and the number of shares traded and agreed coverage ratios. In the agreements a minimum ratio of the value of the collaterals to the total credit was determined, where this ratio derives from the price of an ICL share on the Tel Aviv Stock Exchange and the shekel/dollar exchange rate, that is, the dollar price of an ICL share, while in some of the agreements a minimum share price of ICL was determined.

Note 14 – Loans and Credit from Banks and Others (Cont.)**B. Restrictions on the Group in connection with receipt of credit (Cont.)****1. The Company and the Headquarters Companies (Cont.)****Restrictions in connection with credit agreements with banks (Cont.)**

In a case where an ICL share price is below \$1.97, the lenders in the relevant loan agreements and credit facilities agreements will be permitted to call the credit for immediate repayment (as of the reporting date, the price of an ICL share was \$5.74 and on March 24, 2026 it was \$5.12). A condition, as stated, with reference to ICL shares was included in the agreements in the amount of approximately \$200 million.

In certain loan agreements and credit facilities agreements, minimum ratios were provided between the value of the collaterals in accordance with the share market price that the Company provides as collateral for that loan to the total loan amount in the range of 140%–211%. In addition, the Company has the option to add collaterals for purposes of compliance with the minimum ratios.

The Company has the right to adjust the value of the collaterals by adding collaterals or exchanging them, as well as a right to make early repayment of the credit in accordance with the conditions provided in the relevant financing agreement.

For details regarding cash and shares of ICL that have been deposited as collateral – see Section F1 below.

As part of one of the agreements that includes credit and a credit facility, in the aggregate amount of \$100 million, an additional limitation was set with respect to the maximum amount of ICL shares that can be deposited as security for fulfillment of all the credit taken by the Company and the Headquarters Companies, at an amount of 23.5% (of total ICL shares outstanding) from the international banks and 26.5% from the international and Israeli banks. The balance of the loan as of December 31, 2025 is \$50 million. For further details – see Sections D1(E) and E1(b)(3) below.

Other terms

As part of the loan agreements governing certain loans received by the Company and the Headquarters Companies, additional terms were included that are customary in credit agreements, such as: obligations of the Company and the Headquarters Companies for continued control of the Company by the present controlling shareholders and continued control by the Company of ICL, delinquency in repayment of the loan, non payment of debts to creditors on time above a certain cumulative amount, appointment of a liquidator or receiver for the Company and/or the Headquarters Companies, insolvency of the Company and/or the Headquarters Companies or ICL, a cross default mechanism upon the existence of certain conditions, a significant adverse change in certain conditions, termination of the concession granted to ICL regarding its dead sea operation, suspension of trading of ICL's shares under certain terms and imposition of a foreclosure on part of the assets of the Company and/or the Headquarters Companies, upon the existence of which, subject to the terms of the agreement, the provider of the credit is permitted to demand immediate early repayment of the loan.

Restrictions relating to the debentures

Set forth below are the highlights of the limitations in connection with the debentures:

The debentures (Series 12) and debentures (Series 13) are unsecured and include standard terms and conditions and events of default as are customary in a case of insolvency, as well as a mechanism for adjusting the interest rate in the event of a decrease of the rating of the debentures (the interest rate will be increased by 0.25% per decrease in the rating of the debentures by one rating level, starting from a rating of iIA and reaching a maximum cumulative interest rate addition of 1.75% (hereinafter – “the Maximum Cumulative Rate”)), a one time adjustment of the interest rate equal to 0.25% in a case where the shareholders' equity drops below \$400 million (as part of the Maximum Cumulative Rate), a commitment not to record a lien on more than 436 million shares of ICL under certain conditions, where the number of ICL shares covered by this commitment will increase proportionately every year up to 500 million shares during a period of five years, financial covenants, conditions for distribution of dividends, a commitment not to make additional investments in a cumulative amount of more than \$500 million on a net basis, and additional conditions as appearing in the trust certificates.

Note 14 – Loans and Credit from Banks and Others (Cont.)**B. Restrictions on the Group in connection with receipt of credit (Cont.)****1. The Company and the Headquarters Companies (Cont.)****Restrictions relating to the debentures (Cont.)**

Set forth below are the highlights of the limitations in connection with the debentures: (Cont.)

The debentures (Series 14) and (Series 15) are unsecured and include standard terms and conditions and events of default as are customary in a case of insolvency, as well as a mechanism for adjusting the interest rate in the event of a decrease of the rating of the debentures (the interest rate will be increased by 0.25% per decrease in the rating of the debentures by one rating level, starting from a rating of iIA and reaching a maximum cumulative interest rate addition of 1.75% upon reaching a rating of iBBB– (hereinafter – “the Maximum Cumulative Rate”)), a one-time adjustment of the interest rate equal to 0.25% in a case where the shareholders’ equity drops below \$600 million (as part of the Maximum Cumulative Rate), a commitment not to record a lien on more than 500 million shares of ICL under certain conditions, financial covenants, conditions for distribution of dividends, and additional conditions as appearing in the trust certificates.

Set forth below are the financial covenants applicable to the debentures (Series 12 and 13):

The Company’s minimum shareholders’ equity shall not drop below \$360 million.

The ratio of the Company’s shareholders’ equity to its total assets in accordance with its separate-company (solo) statement of financial position less solo liquid assets (cash and short-term deposits) plus the net financial liabilities of the Headquarters Companies shall not drop below 20%.

Set forth below are the financial covenants applicable to the debentures (Series 14 and 15):

The Company’s minimum shareholders’ equity shall not drop below \$500 million.

The ratio of the Company’s shareholders’ equity to its total assets in accordance with its separate-company (solo) statement of financial position less solo liquid assets (cash and short-term deposits) plus the net financial liabilities of the Headquarters Companies shall not drop below 25%.

As of December 31, 2025, the Company’s shareholders’ equity was \$3,012 million and the ratio of the shareholders’ equity to the Company’s total assets, based on the solo (separate company) financial statements less solo liquid assets (cash and short-term deposits) plus net financial liabilities of the Headquarters Companies, was 101%. As of December 31, 2025, the Company is in compliance with the existing financial covenants.

2. ICL

As part of the loan agreements ICL has signed, various restrictions apply including sustainability performance targets and financial covenants, a cross-default mechanism and a negative pledge.

Set forth below is information regarding the financial covenants applicable to ICL as part of the loan agreements and the compliance therewith. For ICL’s sustainability performance targets see section D2 as follows:

Note 14 – Loans and Credit from Banks and Others (Cont.)

B. Restrictions on the Group in connection with receipt of credit (Cont.)

2. ICL (cont.)

Financial Covenants (1),(2)	Financial Ratio Required under the Agreement	Financial Ratio as of December 31, 2025
Equity attributable to the shareholders of ICL	Equity above \$2,000 million	\$5,983 million
Ratio of EBITDA to the net interest expenses	Equals to or greater than 3.5	15.48
Ratio of the net financial debt to EBITDA	Less than 3.5	1.35
Ratio of the loans of certain subsidiaries of ICL to the total assets of ICL	Less than 10%	2.74%

(1) Examination of compliance with the financial covenants is based on ICL's consolidated financial statements. As of December 31, 2025, ICL complies with all of its financial covenants.

(2) The EBITDA calculation for the financial covenants, which amounted to \$1,434 million in 2025, is according to the agreements with the financial institutions.

C. Sale of receivables as part of a securitization transaction

In December 2025, ICL and certain of its subsidiaries (hereinafter – the Subsidiaries) signed a series of agreements regarding a securitization transaction with four international banks (hereinafter – the Lending Banks) for the sale of their trade receivables to a special company which was established specifically for this purpose (hereinafter – the Acquiring Company).

The new securitization agreements were signed with a committed amount of \$350 million and an additional uncommitted amount of \$100 million, maturing in December 2030 (hereinafter – the Agreements). These Agreements replace the prior securitization agreements, which expired in December 2025, and includes slightly improved terms compared to the previous agreement.

ICL's policy is to utilize the securitization limit based on its cash flow needs, alternative financing sources and market conditions. According to the Agreements, ICL undertook to comply with a financial covenant according to which the ratio of net debt to EBITDA will not exceed 4.75. If ICL fails to meet this ratio, the Acquiring Company can discontinue acquiring new trade receivables (without affecting existing acquisitions). As of the reporting date, ICL was in compliance with the financial covenant. See section E below.

The Acquiring Company finances acquisition of the debts through a loan received from a financial institution unrelated to ICL. The Subsidiaries of ICL are entitled to sell their trade receivables to the Acquiring Company during period of five years from the closing date of the transaction, with both parties having the option to notify for the transaction's cancellation, at the end of each year. Once ICL has transferred its trade receivables, it no longer has the right to sell them to another party. The selling price of the trade receivables is the amount of the debt sold, less the calculated interest cost based on the expected period between the sale date of the customer debt and its repayment date. Upon acquisition of the debt, the Acquiring Company pays part of the debt price in cash and the remainder in a subordinated note, which is paid after collection of the debt sold. The rate of the cash consideration varies depending on the composition and behavior of the customer portfolio. The Subsidiaries of ICL continue to handle the collection of the trade receivables included in the securitization transaction, on behalf of the Acquiring Company.

In addition, the Agreements set several conditions regarding the quality of the customer portfolios, which give the Lending Banks the option of terminating the undertaking or excluding the Subsidiaries whose customer portfolios do not meet the conditions set forth in the Agreements.

The trade receivables are fully presented in ICL's statements of financial position and the receipts received from the Acquiring Company are presented as financial liability under short-term credit. As of December 31, 2025, utilization of the securitization facility within this framework amounted to \$325 million (December 31, 2024 - \$176 million). The securitization balance consists of the four currencies USD (53.8%), EUR (32.5%), ILS (10%) and GBP (3.7%).

Note 14 – Loans and Credit from Banks and Others (Cont.)

D. Details regarding significant loans and debentures

Borrower	Type of instrument	Date loan taken out/ recycled	Principal in original currency	Linkage basis	Book value at December 31, 2025 (\$ millions)	Interest rate	Principal repayment date	Additional information
The Company	Debentures (Series 12)	2018	554	NIS	35	3.6%	See below 1	See Section D1(c) below, section B1, and section D1(d)
	Debentures (Series 13)	2018	287	Dollar	16	5.85%	See below 1	See Section D1(c) below, section B1, and section D1(d)
		2019	750	NIS	268	2.2%		
	Debentures (Series 14)	2020	345	NIS			See below 2	See Section D1(a) below, section B1, and section D1(d)
		2020	350	NIS				
	Debentures (Series 15)	2021	750	NIS	211	2.74%	See below 3	See Section D1(b) below, section B1, and section D1(d)

1. Six unequal payments starting from September 30, 2021: the 1st – 10%, the 2nd, 3rd, 4th and 5th – 17.5%, and the 6th payment 20% of the principal.
2. Seven unequal payments starting from June 30, 2022: the 1st and 2nd – 10%, the 3rd – 5%, the 4th and 5th – 15% and the 6th and 7th payment 22.5% of the principal.
3. Six unequal payments, starting from July 31, 2025: the 1st and 2nd – 10%, the 3rd and 4th – 15% and the 5th and 6th – payment 25% of the principal.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 14 – Loans and Credit from Banks and Others (Cont.)

D. Details regarding significant loans and debentures (cont.)

Borrower	type of instrument	Date loan taken out/ recycled	Principal in original currency (in millions)	Currency	Book value December 31, 2025 (\$ millions)	Interest Rate*	Principal repayment date	Additional information
ICL	Debentures (Series F)	May 2018, December 2020	693	US Dollar	712	6.38%	May 2038	Section D2(b-c)
	Debentures (Series G)	January / May 2020, May 2025	1,616	NIS	437	2.40%	2022–2034 (annual installment)	Partially repaid Section D2(a, c)
	Debentures (private offering) – 3 series	January 2014	275	US Dollar	46	5.31%	January 2026	Section D2 (e)
	Sustainability linked loan (SLL)	September 2021	250	Euro	293	0.8%	September 2026	Section D2(d)
	Loans from European banks	June 2025	75	Euro	85	3.09%	2025-2030 (Semi – Annual installment)	Partially repaid (f)

* Fixed interest.

1. The Company

- a. Debentures (Series 14) – in June 2025, the Company paid an amount of approximately \$62 million (less hedging transactions).
- b. Debentures (Series 15) – in July 2025, the Company paid an amount of approximately \$22 million (less hedging transactions).
- c. Debentures (Series 12) and (Series 13) – in September 2025, the Company paid an amount of approximately \$42 million (less hedging transactions).
- d. On July 20, 2025, S&P Maalot reaffirmed the Company's credit rating of iIA+ with a stable outlook. On July 17, 2024, S&P Maalot reaffirmed the Company's credit rating of iIA+ with a stable outlook.
- e. In January 2025, the Company extended an agreement that included credit and a credit facility, in the aggregate amount of \$100 million, for a period of one year from the signing date, where the bank had the option to extend the agreement by an additional two years, such that the total period of the agreement will be three years. There were no additional material changes in the terms of the credit agreement. Subsequent to the reporting date, in January 2026, the agreement was extended for a period of an additional two years.

Note 14 – Loans and Credit from Banks and Others (Cont.)**D. Details regarding significant loans and debentures (Cont.)****2. ICL**

- a. In May 2025, ICL completed an expansion of its Series G debentures in Israel, in the amount of NIS 850 million (approximately \$236 million), bringing the total outstanding principal to NIS 1,570 million (approximately \$437 million). The principal will be repaid in ten consecutive but unequal annual installments, due on December 30 of each year from 2025 through 2034. The debentures carry a nominal annual interest rate of 2.4%, payable in semiannual installments on June 30 and December 30 of each year, commencing June 30, 2025. The Series G debentures have been rated "ilAA" by Standard & Poor's Maalot rating agency. In December 2025, ICL repaid NIS 33 million (approx. \$10 million) of Series G Bond, as scheduled.
- b. In May 2025, Fitch Ratings reaffirmed ICL's long-term issuer default rating and senior unsecured rating at 'BBB-'. The outlook on the long-term issuer default rating is stable.
- c. In July 2025, the S&P credit rating agency reaffirmed ICL's international credit rating and senior unsecured rating of 'BBB-' with a stable rating outlook. In addition, the S&P Maalot credit rating agency reaffirmed ICL's credit rating of 'ilAA' with a stable rating outlook.
- d. The loan includes three sustainability performance targets: (1) an annual 4% to 5% reduction in direct and indirect Scope 1 and Scope 2 CO₂ emissions resulting from ICL's global operations; (2) through 2025, ICL is committed to adding a significant number of Tfs (Together for Sustainability) qualified vendors each year who meet criteria of management, environment, health and safety, labor and human rights, ethics, and governance; and (3) for females to hold at least 25% of senior management roles, by the end of 2024. As of December 31, 2025, ICL is in compliance with the relevant sustainability performance targets.
- e. Subsequent to the reporting date, in January 2026, ICL repaid \$46 million private placement bond, as scheduled.
- f. The principal will be repaid in consecutive, unequal semiannual installments payable on December 26 and June 26 of each year from 2025 through 2030, in the following proportions: 3.33%, 5%, 5%, 6.67%, 10%, 10%, 10%, 10%, 10%, and 30%.
- g. As of December 31, 2025, ICL is in compliance with all its financial covenants set forth in its financing agreements. See item B2 above.

E. Credit facilities**1. The Company**

- a. As of the reporting date, the Company has credit facilities with five financial entities that may be withdrawn for a period of up to one year, in an aggregated amount of up to \$310 million that had not been utilized. The non utilization commission is in the range of 0.4%–1%. The Company has committed to provide collaterals in the form of marketable shares of ICL in order to utilize the credit facilities. Regarding liens and restriction – see Section B.1 above. During the period of the report, the Company extended existing credit facilities in a total amount of \$100 million for a period of an additional one year from the signing date. Subsequent to the reporting date, in January and March 2026, the Company extended existing credit facilities in a total amount of \$160 million for a period of an additional one to three years from the signing date.
- b. Details regarding significant credit facilities:
 1. The Company has a credit facility in an amount of \$100 million, the period of the credit facility is up to December 2, 2026.
 2. The Company has a credit facility of \$60 million, which may be fully utilized when the price of an ICL share exceeds \$3.25 per share. The period of the credit facility is up to January 4, 2027. Subsequent to the reporting date, in January 2026, the period of the credit facility and the utilization period were extended up to January 20, 2029.
 3. The Company had a credit facility of \$50 million through February 12, 2025. In January 2025, the Company extended the term of the credit facility for an additional year, with the bank having the option to further extend the period of the agreement for additional two years. Utilization of the credit facility is subject to the ICL share price being above \$3.20 per share. Subsequent to the reporting date, in January 2026, the credit facility was extended for an additional two-year period.

Note 14 – Loans and Credit from Banks and Others (Cont.)

E. Credit facilities (Cont.)

2. ICL

Issuer	Group of international banks
Date of the credit facility	April 2023
Date of credit facility termination	April 2030
The amount of the credit facility	\$ 1,550 million (1)
Credit facility has been utilized	\$250 million €210 million
Interest rate	Up to 33% use of the credit: SOFR/Euribor + 0.69% From 33% to 66% use of the credit: SOFR/Euribor + 0.89% 66% or more use of the credit: SOFR/Euribor + 1.04%
Loan currency type	U.S dollar and EUR loans
Pledges and restrictions	See Section B(2) above regarding “Financial Covenants”, a cross-default mechanism and a negative pledge (2)
Non-utilization fee	0.245%

- (1) In April 2023, ICL entered into a \$ 1,550 million Sustainability-Linked Revolving Credit Facility Agreement with a consortium of twelve international banks, through its subsidiary ICL Finance B.V.. In April 2024, all participating banks agreed to extend the RCF agreement for an additional year until April 2029. In April 2025, eleven of the participating banks agreed to extend the RCF agreement for an additional year until April 2030. As a result, effective April 2029, the credit facility amount will be \$ 1,400 million.
- (2) The Sustainability-Linked RCF includes three Key Performance Indicators (KPIs) which have been designed to align with ICL's sustainability goals: a reduction in Absolute Scope 1 & 2 GHG Emissions; an increase in the percentage of female representation among senior ICL management; and an increase in the number of valid TFS (Together for Sustainability initiative) scorecards obtained for ICL Group suppliers. Each of these goals will be assessed regularly during the term of the Sustainability-Linked RCF through third-party verification of ICL's performance in these areas.

Note 14 – Loans and Credit from Banks and Others (Cont.)

F. Liabilities secured by liens and restrictions imposed in connection with liabilities

1. The Company and the Headquarters Companies

- a. As of December 31, 2025, as for collateral for loans in the amount of approximately \$150 million (as of December 31, 2024 – approximately \$150 million), the Company and the Headquarters Companies have placed liens on shares of ICL at the rate of approximately 5.8% of ICL's share capital (in favor of international banks) (as of December 31, 2024 - approximately 5.7% of ICL's shares (in favor of international banks)), and have released a lien on cash of approximately \$8 million. As of December 31, 2025 there is no cash collateral (as of December 31, 2024 – approximately \$8 million as collateral).

As of December 31, 2025, in accordance with the cash collaterals and shares deposited in banks, the closest highest price of an ICL share according to which additional collaterals will be required is \$4.1 (as of March 24, 2026 – \$4.1), the price of an ICL share as of December 31, 2025 was \$5.74 and as of March 24, 2026 – \$5.12.

As of December 31, 2024, in accordance with the cash collaterals and shares deposited in banks, the closest highest price of an ICL share according to which additional collaterals will be required is \$3.8 (as of March 26, 2025 – \$3.8), the price of an ICL share as of December 31, 2024 was \$4.93.

- b. Regarding addition of collaterals in loans agreements – see Section B(1) above.
- c. Set forth in the following table is data regarding the liabilities secured by liens:

	Balance of loan principal on Dec. 31, 2025	Balance of loan principal on Dec. 31, 2024	Collaterals in shares Dec. 31, 2025***	Collaterals in shares Dec. 31, 2024***	Collaterals in cash Dec. 31, 2025	Collaterals in cash Dec. 31, 2024
	(\$ millions)	(\$ millions)	(millions of shares)	(millions of shares)	(\$ millions)	(\$ millions)
Loans from banks*	150	150	74.9 ICL shares	72.9 ICL shares	-	8
Derivative transactions**	(31)	23	-	-	-	-
Total	119	173	74.9 ICL shares	72.9 ICL shares	-	8

* The Company and the Headquarters Companies have loan agreements with a number of financial institutions and the detail in respect thereof is shown in these lines in the table on a cumulative basis. The balance constitutes the cumulative amount of the balance of the principal.

** The Company has derivative transactions with a number of financial institutions and the detail in respect thereof is shown in these lines in the table on a cumulative basis. The balance constitutes the balance of the liabilities (assets) of the derivative transactions measured based on their fair values.

*** Lien by the Company and the Headquarters Companies.

2. ICL

ICL has undertaken various obligations in respect of loans and credit lines from banks, including a negative pledge, whereby ICL committed, among other things, in favor of the lenders, to limit guarantees and indemnities to third parties (other than guarantees in respect of subsidiaries) up to an agreed amount of \$550 million. ICL has also committed to grant loans only to subsidiaries and to associated companies, in which it holds at least 25% of the voting rights. The ICL has further committed not to grant any credit, other than in the ordinary course of business, and not to register any charges on its existing and future assets and income. For further information regarding the covenants in respect of these loans and credit lines – see Section B2 above.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 14 – Loans and Credit from Banks and Others (Cont.)

G. Movement in liabilities deriving from financing activities*

	As of December 31	
	2025	2024
	\$ millions	
Liability (asset) as of January 1	3,062	3,613
Receipt of long-term debt	1,666	889
Repayment of long-term debt	(1,729)	(1,446)
Receipts (repayments) of short-term debt, net	146	(1)
Repayment from transactions in derivatives for hedging, net	(7)	(12)
Interest paid	(146)	(156)
Net cash used in financing activities	(70)	(726)
Initial recognition of lease liabilities	68	97
Impact of changes in the foreign currency exchange rate	261	(64)
Interest expenses	189	188
Changes in the fair value of derivative instruments	(102)	7
Other changes	(42)	(53)
Liability (asset) as of December 31	3,366	3,062

* The balance includes Short-term debt, loans and debentures, derivatives on loans and debentures, and interest payables.

Note 15 – Other Current Liabilities, including Derivative Instruments

	As of December 31	
	2025	2024
	\$ millions	\$ millions
Derivative instruments (1)	5	23
Governmental (mainly in respect of royalties)	127	105
Employees (2)	405	355
Accrued expenses	92	94
Income received in advance	67	21
Current tax liabilities	257	215
Other	99	84
	1,052	897

(1) See mainly Note 31A.

(2) Includes post-employment liabilities to employees, in the amount of \$24 million and \$19 million as of December 31, 2025 and December 31, 2024, respectively. Please see Note 17.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 16 – Provisions

Composition of provisions and movement therein

	Site restoration and equipment dismantling (1)	Legal claims	Other	Total
	\$ millions			
Balance at January 1, 2025	244	13	36	293
Provisions recorded during the year	11	13	2	26
Provisions reversed during the year	-	-	(9)	(9)
Payments during the year	(42)	(1)	-	(43)
Translation differences	18	2	2	22
Balance as of December 31, 2025	231	27	31	289

(1) Main items under "Site restoration and equipment dismantling":

- A. Spain – In 2018, a restoration plan was approved for the Suria and Sallent sites, which includes handling the salt piles and dismantling of facilities. The restoration plan at the Suria site is expected to continue until 2095, and at the Sallent site until 2072.

Estimation of the projected costs for the closure and restoration of the Sallent site – the main component of the estimated closure and restoration costs is attributed to the restoration of the salt pile. ICL is treating the salt pile by utilizing the salt for production and sale, including for de-icing purposes, and by processing and discharging the material into the sea via a Collector. As of December 31, 2025, the total provision for the closure and restoration of the Sallent site amounts to \$65 million. This estimate is based on a long-term forecast of over 49 years and relies on available data. As such, actual costs required to restore the Sallent site may differ, even substantially, from the current provision. In ICL's estimation, the provision recorded reflects the best estimate of the expense required to settle this obligation.

- B. ICL Rotem – as of December 31, 2025, according to ICL's estimation, the provision for the restoration of the mining sites and waste repositories for Rotem Israel's operations, amounted to \$96 million. The provision is measured based on the present value of the cash flows, which relies on ICL's estimation of the future expense required for the restoration of the mining sites. The actual costs that may be required may differ, even substantially, from the current provision, as a result of the inherent complexity of such estimation, ICL's future decisions regarding the facilities and regulatory requirements.
- C. Bromine Israel (Neot Hovav) – pursuant to the Ministry of Environmental Protection, ICL is required to treat both solid waste of past periods which is stored in a designated defined area on the site's premises, and currently-produced waste created during the ongoing production processes in the plant. Waste treatment is partly conducted through a hydro-bromine acid recovering facility (BRU), operated by ICL. Part of the waste is sent for external designated treatment. As of December 31, 2025, the provision for prior periods waste treatment amounted to about \$18 million. In ICL's estimation, based on the information currently available to it, the provision included in its financial statements covers the estimated cost for treating from prior periods waste.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 17 – Employee Benefits

A. Composition of employee benefits

	December 31	
	2025	2024
	\$ millions	\$ millions
Fair value of plan assets	497	444
Termination benefits	(77)	(56)
Defined benefit obligation	(666)	(605)
	(246)	(217)
Composition of fair value of the plan assets:		
Equity instruments		
Quoted market price	136	119
No quoted market price	38	31
	174	150
Debt instruments		
Quoted market price	213	194
No quoted market price	83	76
	296	270
Deposits with insurance companies	27	24
	497	444

B. Severance pay

Companies in Israel

The labor laws in Israel require ICL to pay severance pay to employees who were dismissed or have retired (including those who left in other specific circumstances). The liability for the payment of severance pay is calculated according to the labor agreements in effect on the basis of salary components which, in the opinion of ICL's management, create an obligation to pay severance pay.

ICL has two severance pay plans: one plan according to the provisions of Section 14 of the Severance Pay Law, which is accounted for as a defined contribution plan; and the other for employees to whom Section 14 does not apply, which is accounted for as a defined benefit plan. The liability of the ICL Group in Israel for the payment of severance pay to employees is mostly covered by current deposits in the names of the employees in recognized pension and severance pay funds, and by the acquisition of insurance policies, which are accounted for as plan assets.

Certain subsidiaries outside of Israel

In countries wherein ICL's subsidiaries operate that have no law requiring payment of severance pay, the subsidiaries have not recorded a provision in the financial statements for possible eventual future severance payments to employees, except in cases where part of the activities of the enterprise is discontinued and, as a result, the employees are dismissed.

C. Pension and early retirement

1. Some of ICL's employees in and outside of Israel have defined benefit pension plans for their retirement, which are controlled by ICL. Generally, according to the terms of the plans, as stated, the employees are entitled to receive pension payments based on, among other things, their number of years of service (in certain cases up to 70% of their last base salary) or computed, in certain cases, based on a fixed salary. Some employees of a subsidiary of ICL in Israel are entitled to early retirement if they meet certain conditions, including age and seniority at the time of retirement.
2. Some of ICL's subsidiaries have signed plans with funds – including a pension fund for certain employees – under which the subsidiaries make current deposits to the fund. These deposits release the subsidiaries from their obligation to make pension payments under the labor agreements upon the employees' retirement. The funded amounts are not reflected in the statements of financial position, as they are not under the subsidiaries' control and management.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 17 – Employee Benefits (Cont.)

D. Post-employment retirement benefits

Some of ICL's retirees receive, aside from the pension payments from a pension fund, benefits that are primarily holiday gifts and paid vacations. The companies' liability for these costs accrues during the employment period. The ICL Group companies include in their financial statements the projected costs in the post-employment period according to an actuarial calculation.

E. Movement in net defined benefit obligation and in its components:

	Fair value of plan assets*		Defined benefit obligation		Defined benefit obligation, net	
	2025	2024	2025	2024	2025	2024
	\$ millions					
Balance as of January 1	444	453	(605)	(653)	(161)	(200)
Income (costs) included in profit or loss:						
Current service cost	–	–	(14)	(13)	(14)	(13)
Interest income (expenses)	24	21	(32)	(31)	(8)	(10)
Past service costs	–	–	–	1	–	1
Effect of movements in exchange rates, net	31	(1)	(43)	2	(12)	1
Included in other comprehensive income						
Actuarial pforits (losses) deriving from changes in financial assumptions	–	–	(13)	38	(13)	38
Other actuarial gains (losses)	16	(5)	–	–	16	(5)
Changes with respect to translation differences, net	17	(6)	(29)	11	(12)	5
other movements:						
Benefits received (paid)	(41)	(24)	70	40	29	16
Employer contribution	6	6	–	–	6	6
Balance as of December 31	497	444	(666)	(605)	(169)	(161)

*The actual return on the plan assets in 2025 is \$40 million, compared with \$16 million in 2024.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 17 – Employee Benefits (Cont.)

F. Actuarial assumptions

Principal actuarial assumptions as of the reporting date (expressed as weighted averages):

	For the year ended December 31		
	2025	2024	2023
	%		
Discount rate of December 31	5.0	5.2	4.9
Future salary increases	3.3	3.6	3.6
Future pension increase	2.2	2.5	2.6

G. Sensitivity analysis

Assuming all other assumptions remain constant, the following reasonably possible changes affect the defined benefit obligation as of the date of the financial statements in the following manner:

	As of December 31, 2025			
	Decrease of 10%	Decrease of 5%	Increase of 5%	Increase of 10%
	\$millions			
<u>Significant actuarial assumptions</u>				
Salary increases	(7)	(3)	3	7
Discount rate	28	14	(14)	(28)
Mortality tables	14	7	(7)	(14)

* The assumptions regarding the future mortality rates are based on published statistics and accepted mortality tables.

H. The Effect of the plans on ICL's future cash flows

The expenses recorded in respect of defined contribution plans in 2025 are \$45 million (compared with \$39 million in 2024).

ICL estimates that the expected deposits in 2025 to fund defined benefit plans are about \$10 million.

As of December 31, 2025, ICL estimates that the weighted average remaining term of its defined benefit plans is approximately 10 years, unchanged from the weighted average of 10 years in 2024.

Note 17 – Employee Benefits (Cont.)

I. Long-term remuneration

The Company

- 1) On December 28, 2021, 623,877 share options of AKVA were granted to the CEO, two officers and two employees of the Company. The fair value of the plan was approximately \$1.6 million. In 2025, 2024 and 2023, the Company recognized share-based payment expenses in the statement of profit or loss, which were not material. The exercise price of the options as of December 31, 2025 was NOK 93.5.
- 2) On March 3, 2023, share options of NOAP were granted to the CEO, two officers and two employees of the Company. The fair value of plan was in an amount that is not material. In 2025, 2024 and 2023, the Company recognized share-based payment expenses in the statement of profit or loss, which were not material. (The exercise price on December 31, 2025 was NOK 65). Subsequent to the reporting date these options were fully exercised.
- 3) On March 5, 2025, 24,297 share options of Prodalim were granted to the CEO, two officers and three additional employees of the Company. The fair value of the plan was approximately \$1.4 million. In 2025, the Company recognized share-based payment expenses in the statement of profit or loss, which were not material. (The exercise price on December 31, 2025 was \$159.2).

ICL

- 1) At the general meeting of ICL's shareholders held on March 6, 2025, the shareholders approved a new three-year equity grant for the years 2025-2027 to the CEO and the Chairman of the Board of ICL. The grant consists of about 4.3 million non-marketable and non-transferable options for no consideration, under ICL's 2024 Equity Compensation Plan. The options will vest in three tranches, after 12, 24 and 36 months from the grant date (March 6, 2025, for the Chairman of the Board of ICL and March 13, 2025, for the CEO). The options will expire in March 2030. The aggregate fair value at the grant dates is about \$7 million. For further information– see Note 19.
- 2) In March and April 2025, ICL's HR & Compensation Committee and ICL's Board of Directors, respectively, approved a new triennial equity grant for the years 2025-2027 to two senior managers. The grant consists of 1.2 million non-marketable and non-transferable options for no consideration, under the ICL's 2024 Equity Compensation Plan. The options will vest in three tranches, after 12, 24 and 36 months from the grant dates (April 1, 2025 and May 1, 2025). The aggregate fair value at the grant dates was about \$1.7 million. For further information, please see Note 19.
- 3) In June 2025, ICL's HR & Compensation Committee and ICL's Board of Directors approved a new Cash Long-Term Incentive (LTI) plan. Under this plan, certain senior managers will be awarded with a cash incentive of \$39 million in 2028, subject to the achievement of several financial targets over the three-year period from 2025 to 2027 and influenced by changes in ICL's share price. For further information, please see Note 19.
- 4) In July 2025, ICL's HR & Compensation Committee and ICL's Board of Directors approved a new triennial equity grant for the years 2025-2027 to certain officers and senior managers. The grant consists of 3.2 million non-marketable and non-transferable options for no consideration, under ICL's 2024 Equity Compensation Plan. The options will vest in three tranches, after 12, 24 and 36 months from the grant date. The aggregate fair value at the grant date was about \$6.3 million. For further information, please see Note 19.
- 5) In November 2025 and December 2025, ICL's HR & Compensation Committee and ICL's Board of Directors, respectively, approved a new three-year equity grant for two senior executives. The grant consists of 1.36 million non-marketable and non-transferable options for no consideration, under ICL's 2024 Equity Compensation Plan. The options will vest in three equal tranches after 12, 24 and 36 months from the grant dates (December 7, 2025 and January 4, 2026). The total fair value of the grant at the grant dates was approximately \$1.5 million.

Note 18 – Contingent Liabilities, Commitments and Concessions**A. Guarantees****ICL**

As of December 31, 2025, the total guarantees provided by ICL were in the amount of \$199 million (December 31, 2024 – about \$151 million).

B. Claims**1. The Company**

- a. In September 2013, the District Court in Lod issued a permanent liquidation order against Better Place, which was incorporated in Delaware in the United States, in which the Company holds about 30% of its shares. This liquidation order was recognized during October 2013 by the competent court in Delaware. As far as we know, a liquidation order has also been issued against subsidiaries of Better Place. In March 2014, the Company submitted to the Liquidators of Better Place a debt claim in the amount of about \$72 million in respect of its investment in convertible subordinated notes issued by Better Place in November 2012 and February 2013. On September 2, 2014, the decision of the liquidators of Better Place was received whereby the debt claim submitted by the Company is rejected. No appeal of the decision on the debt was filed. Former officers of the Company have been summoned for investigation by the Liquidators of Better Place. Further that stated above, on May 23, 2016, a claim was filed in the Central District Court of Lod by the Liquidators of Better Place, in the amount of NIS 200 million, against, among others, a number of position holders in Better Place, including 3 former officers of the Company, in connection with their actions or omissions while serving in Better Place. To the best of its knowledge, the Company is not one of the defendants. Statements of defense in the case have not yet been filed. On December 13, 2017, some of the defendants, including the said officers, filed a request for summary dismissal.

On September 12, 2018, the decision of the Hon. Judge Grosskopf was issued whereby the request for summary dismissal was accepted (and an additional request for summary dismissal was accepted that was filed by other defendants) and the claim was entirely denied while determining that the defendants have business judgement rule and presumption of regularity defense. On November 4, 2018, the Liquidators filed an appeal in the Supreme Court with respect to the decision of the Hon. Judge Grosskopf. On November 18, 2021, a hearing was held in the Supreme Court and on February 8, 2022 a decision was rendered whereby the appeal was partly accepted, to the extent that the case will be returned the District Court and the appellants will be permitted to submit a request to amend the statement of claim with respect to a number of items – this being up March 10, 2022. A pre trial hearing in the District Court (before Judge Oren Schwartz) was held on March 3, 2022. The Court set dates for submission of a request to amend the statement of claim and scheduled another pre trial hearing for July 6, 2022. On July 5, 2022, an update notice was filed by the liquidators whereby the debt arrangement on the basis of which the right of the creditors of the companies to make a claim was assigned to the companies (through the liquidators) was approved by the liquidation court.

On July 6, 2022, a pretrial hearing was held at the close of which a decision of the court was rendered whereby the request to amend was granted. In the decision, it was noted that the amended statement of claim was received as a new statement of claim. On October 27, 2022, some of the defendants (including the three former officers of the Company) filed a request for leave to appeal to the Supreme Court regarding the request to amend (Request for Permission for Leave to Appeal 7145/22) with respect to the court's decision on the request to amend. An additional request for leave to appeal the decision was filed by a party that served as the auditing CPAs of the Israeli subsidiaries of the Israeli companies in the Better Place group (Request for Permission for Leave to Appeal 7133/22). In the decision dated December 1, 2022, the requests for leave to appeal were rejected. In December 2022, a pretrial hearing was held whereat dates were set for preliminary proceedings in the case. The parties are carrying on document discovery proceedings and interrogatories. In April 2023, the defendants (including the three former officers of the Company) submitted a request that the Court instruct summary dismissal of the contentions of the liquidators brought as part of the claim (in the amended version), due to passage (lapse) of the statutory time limit. Pursuant to the Court's decision, the liquidators submitted their response to the request and it will be heard in the pretrial proceeding, which has been scheduled for March 2024. In the pretrial meeting in March 2024, the hearings' agreement between the parties was approved, which is based on the Court's suggestion and whereby an outline was adopted that is intended to bring an end to the preliminary proceedings in the case. An additional pretrial hearing was set for September 2024 whereat dates were set for submission of affidavits of evidence-in-chief. In the second quarter of 2025 the plaintiffs submitted affidavits of evidence-in-chief and a request to summon witnesses on their behalf. The defendants are required to submit affidavits on their behalf no later than May 3, 2026. A pretrial hearing of the matter was scheduled for July 14, 2026.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**B. Claims (Cont.)****1. The Company (Cont.)**

- b. On July 30, 2024, a request for certification of derivative claim was served to Oil Refineries Ltd. (hereinafter – “Bazan”), which was filed in the Economic Court in Haifa, against present and former officers of Bazan (including directors that served or are serving as officers of Israel Corporation). The requesting parties contend that the said officers breached their duty to Bazan, in a manner that caused Bazan and its subsidiaries to violate environmental laws and damages, and they are required to compensate Bazan and its subsidiaries, and to return to them various types of royalties they received from them in an aggregate amount estimated by the requesting parties at more than NIS 150 million. A decision of the Court was rendered rejecting the requests for summary dismissal filed by the respondents, except with respect to one of the respondents that is not a present or past officer of the Company. Briefly, the Court determined that the request for certification includes detail of a sufficient evidentiary basis at this stage. The Court also rejected the request to delay the proceedings. The Court clarified that its decision relates solely to the requests for summary dismissal and delay the proceedings at this preliminary stage of the proceedings, and the decision does not indicate anything regarding the ultimate outcome of the clarification of the request for certification of a derivative claim. The responses of the respondents to the request for certification are to be filed in the coming weeks. A pretrial hearing has been scheduled for June 4, 2026.

The Company completed sale of the control shares in Bazan in September 2022 and starting from this date there are no directors on behalf of the Company serving on Bazan’s Board of Directors.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)

B. Claims (Cont.)

2. ICL

a. Ecology

- (1) In June 2022, an unexpected flow of brine was discovered above ground at the outskirts of an alluvial fan area, which, according to initial assessment by ICL, appears to have resulted from a combination of seepage from the feeder canal of ICL Dead Sea's pumping station P-9 (hereinafter P-9) and unique ground conditions, which, according to ICL's estimation, does not exceed the approved design specifications of P-9. ICL installed sealing sheets over an approximately 2km long section of the 15km feeder canal in the area of the fan, according to the instruction of Israel's Nature and Parks Authority. ICL is in discussions with the MoEP regarding the implementation of the remaining corrective requirements.

Following the event, a hearing process was held during which the District Manager of the Ministry of Environmental Protection (MoEP) recommended to open an investigation by the Green Police. To the best of ICL's knowledge, the Green Police initiated an investigation, the results of which cannot be estimated.

- (2) In 2017, the Israeli Water Law was amended, according to which saline water of the kind produced for Dead Sea plants by ICL's own water drilling is charged with water fees. In October 2021, following ICL's objection to the imposition of water fees for drilling within the concession area, the Water Authority informed ICL that such fees would not apply. This decision was based on the legal opinion issued by the Israeli Ministry of Justice (the Opinion), according to which the royalties arrangement established in the Dead Sea Concession Law, 5771-1961, constitutes the exclusive legal framework for payment in connection with water extraction in the concession area, and that imposing additional water fees beyond the royalties is not legally permissible. In September 2022, two petitions were filed with the Supreme Court of Israel by certain non-profit organizations against the Water Authority, Israel's Attorney General, the Ministry of Justice, Mekorot Water Company Ltd. and ICL.

The petitioners requested that the Court rule that the Opinion was incorrect and that, accordingly, ICL should be obligated to pay water fees for saline water extracted from wells within the concession area, in addition to royalties, retroactively from 2018. On December 3, 2025, the Supreme Court rendered its ruling, accepting the petitions and determining that ICL is obligated to pay water fees retroactively from 2018. As a result, ICL recorded a provision in the amount of \$94 million, of which \$80 million related to prior years. Subsequently, on December 18, 2025, ICL filed a motion for a further hearing before the Supreme Court.

- (3) In 2021, a decision was rendered by the Israel Water Authority, despite ICL's objection, that ICL's status should be changed to a "Consumer-Producer", as defined in the Water Law, commencing with the Water Authority's production license, issued to ICL for 2021. In December 2023, after ICL's appeal was rejected by the Water Court, ICL appealed against this decision to the Supreme Court. Following the Israel Water Authority's response to the appeal, a hearing was set for March 2026. ICL has made sufficient provision in its financial statements.

Concurrently, in 2022, the Movement for the Quality of Government in Israel (MQG) filed an appeal requesting that the Water Court compel the Water Authority to apply the ICL's reclassification retroactively to 2018. In January 2024, the Water Court accepted the ICL's request to postpone the proceedings on MQG's appeal until a final ruling is issued by the Supreme Court regarding ICL's own appeal concerning its "Consumer-Producer" classification. The assessment of ICL is that it is more likely than not that the appeal filed by MQG will be rejected.

- (4) In 2020, an application for a class action (the application) was filed in the Beer Sheva District Court in Israel against ICL, ICL's subsidiary, Rotem, and certain of ICL's present and past office-holders by a number of local residents in the Arava region in the south of Israel (hereinafter – the Applicants). The Applicants claim that discharge, leakage and seepage of wastewater from ICL's Zin site allegedly caused various environmental hazards to the Zin stream, which resulted in damage to various groups in Israel's population, including: the Israeli public as Zin stream property owners;

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)

B. Claims (Cont.)

2. ICL (Cont.)

a. Ecology (Cont.)

(4) (cont.)

those who avoided visiting Zin stream due to the environmental hazards; visitors of Zin stream who were exposed to the aforementioned hazards and the residents of the area near Zin stream who were affected by the hazards. Accordingly, the Applicants request several remedies, including restitution and compensation for the damage that they claim was caused to the various groups in a minimum amount of NIS 3 billion (approximately \$933 million), the majority of which relates to compensation for claimed consequential damages.

In November 2022, the parties signed a procedural arrangement to resort to a mediation process, in an attempt to settle the dispute outside of court. The Nature and Parks Authority (hereafter – NPA), which was not a party to the original application, also signed the agreement, and by virtue of it, it joined the application and the mediation process. As a result, all proceedings before the court, including requests for temporary relief, were suspended. As part of the procedural arrangement, the transfer of approximately 5.5 million NIS from ICL to NPA was approved to fund the NPA's palm trees rescue operations at Neot Zin and Akrabim for the years 2022-2026.

ICL rejects all the said allegations. Considering the preliminary stage of the proceeding and the lack of precedents for such cases in Israel, including the related insurance aspects, and in light of the transition to a mediation procedure, it is difficult to estimate its outcome. No provision has been recorded in ICL's financial statements.

- (5) In July 2019, an application for approval of a claim as a class action was submitted to the Jerusalem District Court by an Israeli environmental association (hereafter - the Applicant) against 30 defendants, including Fertilizers and Chemicals Ltd., a subsidiary of ICL (hereinafter – the Respondents). The application includes claims relating to air pollution in Haifa Bay (located in northern Israel) and to alleged illness therefrom to the population of the said area.

Within the framework of the petition, the Applicant requests declarative relief and the establishment of a mechanism for compensation awards, without specifying their amount, or alternatively, for splitting remedies to allow each group member to sue for damages in a separate proceeding. In January 2022, ICL filed its objection to the petition. Considering the limited precedents of such cases in Israel, it is difficult to estimate the outcome of the proceeding. No provision has been recorded in ICL's financial statements.

- (6) In 2018, an application for certification of a claim as a class action was filed with the Be'er Sheva District Court by two groups: the first class constituting the entire public of the State of Israel and the second-class constituting visitors to the Bokek stream and the Dead Sea (hereinafter – the Applicants), against the subsidiaries, ICL Rotem and Periclase Dead Sea Ltd. (hereinafter – the Respondents).

According to the claim, the Respondents have allegedly caused continuous, severe and extreme environmental hazards through pollution of the "Judea group – Zafit formation" groundwater aquifer (hereinafter – the Aquifer) and the Ein Bokek spring with industrial wastewater, and, in doing so, the Respondents have violated various provisions of property law and environmental protection law, including the provisions of the Law for Prevention of Environmental Hazards and the Water Law, as well as violations relating to the Torts Ordinance – breach of statutory duty, negligence and unjust profits. The leakage began in the 1970's during which time ICL was government-owned and ended by 2000.

As a result, the Court was requested to order the Respondents to eliminate the proprietary violation in reference to the Aquifer and Bokek stream by restoration thereof and to pay the public compensation in an estimated amount of NIS 1.4 billion (about \$435 million).

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)

B. Claims (Cont.)

2. ICL (Cont.)

a. Ecology (Cont.)

(6) (Cont.)

In April 2022, the Be'er Sheva District Court dismissed the application on the grounds of statute of limitations and property rights. In October 2023, Israel's Supreme Court ruled on the appeal, dismissing the plaintiffs' claim regarding property rights, and accordingly dismissing the application for certification on behalf of the entire public of the State of Israel, yet accepted the appeal with regards to the statute of limitations claim, and ruled that application for certification is approved for a limited class consisting of visitors to the Bokek stream. In accordance with this ruling, the application for certification limited to this group will be reviewed by the District Court.

With the renewal of the proceedings in the District Court, the plaintiffs filed a request for interim relief regarding the restoration of the Bokek stream to which the Court ordered the State to respond. In September 2024, the State filed its response to the motions for temporary relief measures. According to the response, a distinction must be made between the question of responsibility and the question of how the remedies for formulating the rehabilitation solutions are being carried out, with the latter not being under the Court's jurisdiction but rather in the hands of the State's certified parties. Regarding the question of responsibility, the State supports the plaintiff's position.

In addition, in September 2024, the parties reached a deliberative arrangement by which the parties will pursue an agreed mechanism for the improvement of the water flow in the reserve.

Since the judgement of the Supreme Court mainly addressed preliminary questions, without discussion of the Respondent's responsibility or the amount of damages, and even explicitly stated that certain questions remained open in the judgment of the District Court and were not decided by the Supreme Court, it is difficult to estimate the proceeding's outcome. No provision has been recorded in ICL's financial statements.

- (7) In 2015, a request for certification of a claim as a class action was filed with the Tel Aviv-Jaffa District Court against eleven defendants, including the subsidiary Fertilizers and Chemical Ltd., in respect of claims relating to air pollution in Haifa Bay and the alleged harm caused to its residents. The amount of the claim was about NIS 13.4 billion (around \$4.2 billion). On January 13, 2026, the court rejected the request for class action certification, stating, among other things, that the petitioners have not proven the existence of excessive air pollution in Haifa Bay caused by the respondents nor the causal link to the alleged damages. The court awarded costs in favor of all defendants in the amount of NIS 1 million.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)

B. Claims (Cont.)

2. ICL (Cont.)

b. Increase in the level of the evaporation pond in Sodom (hereinafter – Pond 5)

Minerals from the Dead Sea are extracted through solar evaporation process, during which salt precipitates and accumulates on the bed of Pond 5, located at one of DSW's sites. The process results in the formation of a salt layer of approximately 15 million cubic meters per year. Maintaining the required brine volume in Pond 5 is essential for the continued production of raw materials. A failure to preserve a constant brine volume could lead to a reduction in production capacity..

In addition, an increase in the water level of Pond 5 above a certain threshold may cause structural damage to the foundations of hotel buildings located near the shoreline, the Neve Zohar settlement, and other infrastructure situated along the western edge of Pond 5. Construction of the hotel-adjacent section has been completed, and work in the intermediate area between hotel complexes, led by the Dead Sea Preservation Government Company Ltd., is near completion.

Maintaining the water level at or below 15.1 meters – the level reached at the end of 2021 – was achieved through a joint project by the Dead Sea Preservation Government Company Ltd. and DSW (which funded 39.5% of the project's cost). This project involved constructing coastal defenses, including raising the dyke along the western beachfront adjacent to the hotels and installing a subterranean water-lowering system. Construction of the hotel-adjacent section has been completed, and work in the intermediate area between hotel complexes, led by the Dead Sea Preservation Government Company Ltd., is nearing completion.

Since 2022, brine volume in Pond 5 has been maintained through the Salt Harvesting Project (the "Permanent Solution"), approved by the National Infrastructures Committee and the Israeli Government. The project includes the construction of the P-9 pumping station. As of the reporting date, the water level of Pond 5 has not exceeded the maximum permitted height (15.1 meters).

The Permanent Solution, agreed upon with the Israeli Government in 2012, is intended to regulate the water level of Pond 5 through ongoing salt harvesting and transfer of the salt to the Northern Basin of the Dead Sea, and is designed to remain in effect until the end of the current Concession Period in 2030. According to the agreement, the planning and execution of the Permanent Solution will be performed through the Salt Harvesting Project by DSW. It also stipulates that, from January 1, 2017, the water level in the pond must not exceed 15.1 meters. Nevertheless, in the event of material delays resulting from exceptional planning requirements or judicial decisions – and provided ICL has not violated its obligations – ICL may request to temporarily exceed the permitted water level.

ICL and the State of Israel bear 80% and 20%, respectively, of the cost of the Permanent Solution. However, the State's share will not exceed NIS 1.4 billion.

c. In connection with the Harmonization Project (to create one global ERP system) which was discontinued in 2016 by a decision of ICL's Board of Directors, in December 2018, ICL filed a lawsuit in the Tel Aviv District Court against IBM Israel, the leading project provider (hereinafter – IBM), in the amount of \$300 million (about a billion NIS) for compensation of damages incurred to ICL due to IBM's failure to meet its undertakings within the Project, which led to the failure of the Project.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**B. Claims (Cont.)****2. ICL (Cont.)****c. (cont.)**

In March 2019, IBM filed its statement of defense, together with a counterclaim against ICL, according to which IBM claims that ICL allegedly refrained from making certain payments, conducted negotiations in bad faith, and terminated the project unilaterally, in a way that harmed IBM's reputation and goodwill and therefore claims an amount of about \$53 million (about ILS 170 million), including VAT and interest. In June 2019, ICL filed a statement of defense with respect to the counterclaim in which ICL rejected all of IBM's claims.

In January 2021, IBM filed a request for dismissal including the deletion of the remedies claimed by ICL arising from the termination of the agreement between the parties, which was rejected by the Court in March 2022.

In August 2021, ICL filed a request to delete IBM's statements of claim, on the grounds that IBM acted in order to delay, burden and disrupt a professional expert's work, and thus to impair the documents discovery process. In March 2022, the Court rejected the request.

In September 2024, a concluding pre-trial hearing was held in which it was decided, among other things, to appoint an expert on behalf of the court. In February 2025, the Court notified that it was considering appointing an expert on its behalf and determined that the parties should submit a joint statement by March 2025, which will include the expert's response to the agreed list of questions.

In March 2025, the parties notified the Court of their agreement to enter into a mediation process in an effort to resolve the disputes between them. As of the reporting date, the mediation process is ongoing.

Considering the complexity of the claims and in light of the transition to a mediation procedure, it is difficult to estimate the outcome. Nevertheless, ICL believes it is more likely than not that IBM's claims in its counterclaim will be rejected.

- d. In addition to the contingent liabilities, as stated above, as of the date of ICL's report, the contingent liabilities regarding the matters of environmental protection and legal claims, which are pending against the Group, are in immaterial amounts. It is noted that part of the above claims is covered by insurance. According to ICL's estimation, the provisions recognized in its financial statements are sufficient.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)

C. Commitments

1. The Company

- a. Indemnification and exemption – In March 2001, the Company's general meeting approved the granting of letters of undertaking for indemnification and exemption to the Company's officers (including officers who are controlling shareholders), in addition to officers' liability insurance, which does not apply to the circumstances specified in Section 263 of the Companies Law (the "Letter of Indemnification"). The exemption applies to the officer's liability for damage caused and/or to be caused by him to the Company as a result of a breach of the duty of care owed to the Company. From time to time, and as part of the customary terms of office at the Company, such Letters of Indemnification have been granted to the Company's officers. Such officers include officers who are deemed to be controlling shareholders of the Company and/or officers with respect to whom the controlling shareholders may be deemed to have a personal interest in the granting of the Letters of Indemnification. The form of the Letter of Indemnification has been revised from time to time. Accordingly, the most recent form, reflecting all updates, was approved on September 18, 2025, and was extended to all officers, including directors with respect to whom the controlling shareholders of the Company may be deemed to have a personal interest in approving the extension of its validity.
- b. On July 17, 2025, the Company approved an updated Compensation Policy (as defined above), which included, inter alia, the terms for entering into directors' and officers' liability insurance. On March 3, 2025, a directors' and officers' liability insurance policy became effective for incumbent officers serving in the Company from time to time. The policy was renewed from time to time for a 12-month period and consists of two layers: a first layer shared with ICL, and a second, separate layer dedicated solely to the Company. The aggregate insurance coverage under these policies is up to USD 200 million, within the liability limits set forth in the Compensation Policy. The annual premium paid by the Company during the coverage period is consistent with market terms and is not material to the Company. The policies also include a deductible applicable to the Company, which is not material and varies depending on the cause and location of the claim. Standard exclusions apply, as is customary in similar insurance policies. The terms of the insurance policies are identical for all Company officers, are on market terms, and are not expected to have a material effect on the Company's profitability, assets, or liabilities. Subsequent to the reporting date, on March 3, 2026, directors' and officers' liability insurance policies for officers serving at the Company and/or who may serve thereat from time to time became effective for a period of 12 months. The engagements in the said insurance policies, as applicable, were made pursuant to the approval of the Company's Audit and Compensation Committee and its Board of Directors and are in accordance with Israel Securities Authority Legal Position No. 101-21 regarding compensation policy, the Relief Regulations, and the Company's Compensation Policy.

2. ICL

- a. Several subsidiaries of ICL Group have entered into agreements with suppliers for the purchase of raw materials and natural gas in the ordinary course of business for various periods ending in 2038. As of December 31, 2025, the total amount of the commitments is approximately \$2 billion. This amount includes the agreements described below.
- b. Several subsidiaries of ICL Group have entered into agreements with suppliers for the acquisition of property, plant and equipment. As of December 31, 2025, the subsidiaries' capital expenditures commitments total approximately \$725 million. This amount includes the agreements described below.
- c. As part of the collaboration between ICL's Spanish subsidiary, ICL Iberia, and the Government of Catalonia to advance environmental sustainability goals, ICL has committed to restoring salt piles at ICL Iberia's sites, mainly through processing and removal via a dedicated collector to the sea. In 2021, ICL signed an agreement with the Catalan Water Agency for the construction and operation of this collector. Key elements of the agreement include, among other things, project management guidelines, financing aspects related to the project, project costs and a determination of an operational maintenance mechanism, including usage costs. In accordance with the agreement and based on ICL's assessment, its share of the project cost is expected to be approximately \$100 million, to be paid over the construction and operating periods. Construction, currently underway, is expected to continue until mid-2027, followed by an operational phase of 25 years.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**C. Commitments (Cont.)****2. ICL (Cont.)**

- d. In 2017, ICL entered into a gas purchase agreement with Energean Israel Limited (hereinafter - Energean), which holds a license to develop the Karish and Tanin gas reservoirs off the shore of Israel. Pursuant to the agreement, Energean will supply ICL with up to 13 BCM of natural gas (NG), valued at \$2 billion, over a period of 15 years commencing with its commercial operation of Karish, which commenced in April 2023 following continued delays. The NG from the reservoirs is utilized to operate ICL's factories and power stations in Israel. ICL has the option to terminate the agreement upon expiration of the DSW's Concession on March 31, 2030, subject to the terms of the concession and the agreement.
- e. The Articles of Association of ICL and its Israeli subsidiaries include provisions that permit exemption, indemnification and insurance of liability of officers and directors, all in accordance with the provisions of the Companies Law.

ICL, with the approval of by HR & Compensation Committee, the Board of Directors and the shareholders, granted its officers and directors a letter of exemption and indemnification, and also maintains an insurance policy, covering directors' and officers' liability, which is renewed annually. The directors' and officers' liability insurance and the exemption and indemnity undertaking do not apply to those cases specified in Section 263 of the Companies Law. The exemption is from liability for damages caused and/or that will be caused, by those officers and directors due to a breach of duty to ICL. Regarding directors who are office holders of Israel Corp., who may serve from time to time, on January 5, 2021, the shareholders approved an extension of the period for exemption and indemnification entered into with such office holders for an additional nine years commencing November 30, 2020, provided that the exemption shall not apply to liabilities arising in connection with a transaction or resolution in which a controlling shareholder or an office holder (including an office holder who is other than the office holder party to the agreement) has a personal interest, within the meaning thereof in the Companies Law.

The amount of the indemnification payable by ICL under the letters of indemnification, in addition to amounts received from an insurance company, if any, for all of the officers and directors on an aggregate basis, for one or more of the events detailed therein, is limited to \$300 million.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**D. Concessions****1. Dead Sea Works Ltd. (hereinafter – “DSW”)**

Pursuant to the Israeli Dead Sea Concession Law, 1961 (hereinafter – the Concession Law), as amended in 1986, and the concession deed attached as an addendum to the Concession Law, DSW was granted a concession to utilize the resources of the Dead Sea and to lease the land required for its plants in Sodom for a period ending on March 31, 2030. According to the Concession Law, should the government decide to offer a new concession after the expiration date, to another party, it will first offer the new concession to DSW with terms that are no less attractive than those it may offer to that party.

Based on the interim report and its recommendations published in May 2018, the Israel's Ministry of Finance released the final report of the inter-ministry team headed by Mr. Yoel Naveh, former Chief Economist, which included a series of guidelines and recommendations regarding the actions that the government should take towards the end of the Concession Period.

In accordance with section 24(a) of the Supplement to the Concession Law, it is stated, among other things, that at the end of the Concession Period on March 31, 2030 (the Concession Period), all the tangible assets located in the concession area will be transferred to the government of Israel, in exchange for their amortized replacement value – the value of the assets as if they were purchased as new at the end of the Concession Period, less their technical depreciation based on their maintenance condition and the unique characteristics of the Dead Sea area.

On January 27, 2026, a detailed and binding agreement was signed between ICL, DSW, Dead Sea Bromine Company Ltd. and Dead Sea Magnesium Ltd. (the - Dead Sea Companies) and the State of Israel, acting through the Accountant General of the Ministry of Finance, regarding the Dead Sea Companies' concession assets (the - Concession Assets), including the consideration thereof, based on the principles agreed upon in the Memorandum of Understanding (MOU) signed between ICL, the Dead Sea Companies and the State on November 5, 2025, (the - Detailed Agreement. For further information regarding the Detailed Agreement, see below.

As per section 24 (b) of the Supplement to the Concession Law of the State of Israel, capital investments made within the 10-year period before the end of the concession require prior consent of the Israeli government, unless they can be fully deducted for tax purposes before the end of the Concession Period. However, the government's consent to any fundamental investment that may be necessary for the proper operation of the plants will not be unreasonably delayed or denied.

In 2020, an agreement was concluded between ICL and the government for the purpose of implementing section 24(b) (The - 2020 Procedure). The 2020 Procedure determined, among other things, the manner of examining new investments and the consent process. In addition, the 2020 Procedure determined ICL's commitment to invest in fixed assets, including for preservation and infrastructure, as well as for ongoing maintenance of the facilities in the concession area (for the period beginning in 2026) and ICL's commitment to continue production of potassium chloride and elemental bromine (for the period commencing 2028), all subject to the conditions specified in the 2020 Procedure. Until the New Investment Procedure, as defined below came into effect, ICL operated in accordance with the 2020 Procedure and obtained investment approvals as required.

As part of the Detailed Agreement, a new investment procedure was adopted (the - New Investment Procedure), which replaces the 2020 Procedure. The New Investment Procedure governs the handling of investments and maintenance in the Concession Assets, as well as additional investments required, for the period commencing on January 1, 2025, and until the expiry of the Concession Period, including periodic reporting, and financial reconciliations. For further details regarding the New Investment Procedure, see below.

On March 11, 2025, the State Comptroller published an audit report regarding the State's regulators oversight over compliance and regulatory aspects of the Dead Sea concession, in the areas of environment and land (“the Report”). The Report includes findings indicating regulatory deficiencies in the State authorities' oversight of the Dead Sea concession. The Report did not directly audit DSW and clarified that the findings do not imply any reduction in DSW's contributions to the development of the Negev region and the State. The Report mainly emphasizes the intention to guide decision-makers in shaping the future concession agreement towards the end of the current concession in 2030 and refers to the various regulators to provide responses regarding their conduct on matters related to oversight of the current concession.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**D. Concessions (Cont.)****1. Dead Sea Works Ltd. (hereinafter – “DSW”) (Cont.)**The Agreement regarding the Dead Sea Concession Assets

Further to the above, and pursuant to section 24 (a) of the Supplement to the Concession Law, on November 5, 2025, ICL and the Dead Sea Companies have signed the MOU with the State, regarding the Dead Sea Companies assets, which are required for the operation of the Dead Sea Concession, and regarding other related matters, including ICL's rights under the Concession Law.

In addition, based on the principles agreed upon in the MOU, the Detailed Agreement between ICL, the Dead Sea Companies and the State was signed on January 27, 2026.

ICL believes that the implementation of the Detailed Agreement will remove significant uncertainty and risks around the termination of the Concession in 2030, at which time the State intends to grant a new concession in a competitive process (the - Future Concession), and provide to ICL with certainty regarding the consideration for the Concession Assets (as defined below) and the timing of payment therefor, thereby enabling ICL to plan and prepare in the coming years for the end of the Concession Period.

As mentioned above, pursuant to the Concession Law, upon the expiry of the Concession Period on March 31, 2030, all fixed tangible assets located within the Concession area and required for its operation, and belonging to the Concession holder, shall become the property of the State, and whereby the State shall pay the Concession holder their value, in accordance with the mechanism set forth in the Concession Law. The Detailed Agreement stipulates that upon the end of the Concession Period, the existing Concession Assets, constituting the fixed assets of the Dead Sea Companies which are used for the exercise of their rights under the Concession Law, as well as the intangible assets of the Dead Sea Companies used for the purpose of operating the Concession, shall be transferred to the State or to the Future Concession holder.

All of the above shall be as detailed in the list of the existing concession assets attached as an appendix to the Detailed Agreement, as updated annually until the end of the Concession Period (collectively, the - Concession Assets).

According to the Detailed Agreement, upon the expiry of the Concession Period, the Concession Assets shall be transferred fit, proper and ready for continued operations, in a manner and condition similar to their condition prior to their transfer, and without any disruption dependent on the Dead Sea Companies. The foregoing does not derogate from the responsibility of the future concession holder to be prepared to receive the assets, rights and obligations under the Detailed Agreement, at its own expense. The process for transferring the Concession Assets shall be governed by an asset transfer procedure to be formulated starting six months prior to the expiry of the Concession Period, and will include, among other things, a handover and transition process for the transfer of the Concession Assets to the Future Concession holder.

Pursuant to the Detailed Agreement, any right or claim brought by any third party in connection with the Concession Assets, the cause of which arose prior to the expiry of the Concession Period, shall apply to the Dead Sea Companies. Any right or claim brought by any third party in connection with the Concession Assets, the cause of which arose after the expiry of the Concession Period, shall apply to the State or to the Future Concession holder.

In consideration for the transfer of ownership and possession of the Concession Assets, the State shall pay ICL a total amount of \$2,540 million, as well as the amounts of the salt harvest investments actually made by the Dead Sea Companies (net of the State's participation and depreciation, as set forth in the Detailed Agreement), from January 1, 2025, for the purpose of establishing the permanent solution for salt harvesting, transportation and disposal in accordance with the Salt Harvesting Agreement (the - Harvesting Solution), which is estimated at hundreds of millions of dollars (the – Total Consideration).

Under the Detailed Agreement, the Dead Sea Companies shall maintain a multi-year average level of investments and maintenance in the Concession Assets, as well as an annual minimum level of investments and maintenance, and a multi-year average maintenance-investment ratio until the expiry of the Concession Period. These amounts were set based on the volume of investments and maintenance carried out over the past decade. The Detailed Agreement further stipulates that if the actual level of investments and maintenance performed from January 1, 2025, until the expiry of the Concession Period is lower or higher than the amounts prescribed, certain adjustments shall be made to the Total Consideration, all in accordance with the provisions of the Detailed Agreement and the New Investment Procedure referenced above, which replaces the 2020 Procedure.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**D. Concessions (Cont.)****1. Dead Sea Works Ltd. (hereinafter – “DSW”) (Cont.)**

As part of the New Investment Procedure, a mechanism was established under which the Dead Sea Companies will provide periodic reports regarding the level of investments and maintenance for the relevant years, including investments for the implementation of the Harvesting Solution (the - Dead Sea Companies Reports), as well as mechanisms for reviews and controls performed by the State in relation to the Dead Sea Companies Reports and, accordingly, mechanisms for financial reconciliation.

The Detailed Agreement provides that upon the end of the Concession Period, the State shall pay ICL 95% of the Total Consideration (subject to any adjustments that may be made, as described above), which shall be determined based on the Dead Sea Companies Reports and subject to any actual determinations (if any) made under the dispute resolution mechanism set forth in the Detailed Agreement, provided that such determinations are issued by the end of the Concession Period.

The remaining balance of the Total Consideration, namely, the remaining 5%, shall be paid on September 1, 2030 (the - Final Reconciliation Date), except for amounts in respect of which an instruction (if issued) was given to withhold payment pursuant to the dispute resolution mechanism, and except for reimbursement relating to the remaining investments required for establishing the Harvesting Solution, to the extent not completed by the Final Reconciliation Date, which shall be reimbursed only upon completion of the Harvesting Solution.

It is noted that if, for any reason, the Harvesting Solution is not completed by the end of the Concession Period, ICL shall continue to operate and invest as required in order to complete it, and the reimbursement amounts in respect of the additional investments that will be required after the end of the Concession Period shall be paid by the state to ICL within 60 days following the completion of the Harvesting Solution. The foregoing does not derogate from the State's right to initiate proceedings to enforce its rights with respect to any damage incurred, if incurred, due to the failure to complete the Harvesting Solution by the end of the Concession Period.

Under the Detailed Agreement, it was determined that certain operational agreements required for the operation of the Concession, as detailed in the Detailed Agreement, shall be assigned by ICL to the future concession holder as of the end of the Concession Period. Accordingly, and in order to provide certainty and operational continuity for the downstream industries, as well as for the future concession holder, agreements were established to secure, inter alia, the continued supply of the raw materials required for the downstream industries. These agreements shall apply from the date of signing the Detailed Agreement until March 31, 2035, and shall be extended beyond that period for additional terms, unless either party notifies that it does not wish to extend them. ICL assesses that, based on currently known price levels, and in light of the agreed arrangements, no material change is expected in the profitability of the downstream industries, nor in the profitability of the concession operations (conducted through the Dead Sea Companies).

ICL further undertook in the Detailed Agreement to provide the State with information and documents for the State's preparations for the tender process and the allocation of the future concession, and to allow reviews of the existing Concession Assets by the State and by the participants in the tender, all subject to confidentiality arrangements and additional arrangements set forth in the Detailed Agreement.

ICL also agreed that it will not object to, nor act against, the cancellation of its right of first offer granted under the current Concession Law, including that it will not oppose the State's issuance of a tender for the allocation of the future concession. Nothing in the provisions of the Detailed Agreement shall prevent or impair ICL's right, similar to any other comparable bidder, to participate in the tender for the allocation of the future concession.

A Draft Bill Law - Terms and Arrangements for the Future Concession

Following the publication of a draft report by the Israeli Accountant General in September 2024, addressing the preparations for the expiration of ICL's existing concession and the grant of a new concession in 2030, on December 3, 2025, a draft bill of law concerning the future Dead Sea Concession (the - Draft Bill) was published for public comments.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**D. Concessions (Cont.)****1. Dead Sea Works Ltd. (hereinafter – “DSW”) (Cont.)**General Regulatory Provisions:

A provision regarding the establishment of regulatory bodies that will be vested with the authority and responsibility to oversee compliance with the concession requirements, and that will also coordinate the cooperation among the various government ministries that have authority over the concession's activities; A provision stating that the concession will be allocated through a tender process designed to secure the maximum benefit from the concession for the State and the public, or, alternatively, without a tender process, among other things, where such maximum benefit cannot be ensured; Provisions regarding the identity of the future concessionaire, including it being a special purpose company (SPC), incorporated in Israel, with its principal place of business and management in Israel; A provision stating that in the allocation of the future concession, national security considerations may be considered, and, among other things, an “Interests Order” may be issued under the Government Companies Law, 1975, which would apply to the concessionaire and to its controlling shareholders, for the purpose of safeguarding the strategic interests of the State of Israel throughout the concession term;

The Draft Bill does not include an explicit provision regarding the duration of the concession, however, it stipulates that any Concession Period exceeding 20 years will be subject to approval by the Israeli Parliament (Knesset) Economic Affairs Committee; Provisions regarding the authority of the relevant regulatory body to revoke, suspend or amend, at any time, any term of the future concession if it determines that such action is essential to achieving the objectives of the law; and provisions regarding the termination of the future concession, including with respect to the transfer of the assets of the future concessionaire to the State's ownership, and the payment therefor.

Provisions Regarding State Revenues from the Future Concession:

The State's revenues according to the Draft Bill include: a one-time concession fee; an ongoing payment regime composed of three revenue streams - royalties, corporate tax, and a surplus profits levy at an annual multi-year average rate of 50% of the future concessionaire's profit, as well as further payments, including, among other things, pumping fees, water fees, mining and quarrying levies, salt-harvesting costs, and similar charges. The Draft Bill further sets out criteria and tests for defining base products and downstream products on which the concessionaire will be required to pay royalties or taxes, as well as transfer-pricing mechanisms that will apply to sales between the future concessionaire and related parties.

Provisions Concerning Environmental Regulation:

A provision regarding the reduction of the current concession area so that the concession will include only those areas required for the core industrial activity essential to resource extraction, as well as mechanisms for adding or removing areas as needed for the implementation of the concession; and a provision regarding the imposition of responsibility on both the current and future concessionaires, according to any applicable law, for the treatment and remediation of environmental hazards that have occurred during the period of their concession, including the completion thereof after the end of the Concession Period.

The Draft Bill includes several transitional provisions intended to enable the transfer of concession operations from the current concessionaire to the future concessionaire. These provisions include, among other things, authority for the Israeli Accountant General to determine that the new concessionaire will assume the position of the current concessionaire with respect to certain agreements, including employment agreements and collective bargaining agreements executed by the current concessionaire. In addition, and further to the MOU between ICL and the State mentioned above, which was signed prior to the publication of the Draft Bill, the Draft Bill includes a provision cancelling the right of first offer granted to ICL under Section 25 of the Concession Law, which is intended, according to the State's position, among other things, to allow a competitive tender process.

According to the explanatory notes to the Draft Bill, a chapter relating to the employees of the current concessionaire, as well as a chapter addressing the required adjustments to the tax arrangements that will apply to the future concession, will be added at a later stage of the legislative process.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**D. Concessions (Cont.)****1. Dead Sea Works Ltd. (hereinafter – “DSW”) (Cont.)**

The Draft Bill constitutes only an initial stage in the legislative process toward the enactment of a new concession law and is subject to a full legislative procedure in all its phases, including public comments, government approval, and a complete legislative process in the Knesset, involving discussions in the relevant committees and votes in the committees and in the plenum. At this stage, it is premature to assess the full implications of the Draft Bill's provisions on the new concession and on ICL, since, as noted, this is only an initial and partial draft that does not yet include certain material chapters, some of the matters referenced therein are not sufficiently clear, and there is no certainty regarding the provisions that will ultimately be included in the final law or the manner in which they will be applied. Furthermore, the terms and conditions of the future tender have not yet been published and are expected to include financial and other conditions that may have a material impact on the new concession terms and provide a more definitive understanding of the overall arrangement. However, the partial and preliminary terms currently set out in the Draft Bill appear to be more stringent than those of the current concession. The final law, once enacted, may differ materially from the Draft Bill. In addition, the terms of the future tender, which are currently unknown, may have a material impact on the terms of the concession as a whole. ICL presented its comments on the Draft Bill orally during the public hearing and subsequently submitted its written comments to the State. To the best of the ICL's knowledge, additional parties also submitted comments and participated in the hearing.

ICL is monitoring the formulation of Future Concession's terms by the State and will review them once published to the public as part of the tender process. To the extent that the terms are economically viable and ensure a stable regulatory environment, ICL intends to participate in the process and continues to believe that it is the most suitable candidate to operate the Future Concession, among other things, in light of its experience and expertise.

The consolidated Financial Statements were prepared under management's assumption that it is more likely than not that ICL will continue to operate the relevant assets for their remaining useful lives, which extends beyond the term of the current Concession Period, by obtaining a new concession.

Royalties

In consideration of the concession, DSW pays royalties to the Government of Israel, calculated at the rate of 5% of the value of the products at the factory gate, less certain expenses. DSW granted a sub-concession to Dead Sea Bromine Ltd. to produce bromine and its compounds from the Dead Sea, the expiration date of which is concurrent with DSW's concession. The royalties in respect of the products manufactured by Dead Sea Bromine are received by DSW which then pays them to the State of Israel. Royalties are also paid by Dead Sea Magnesium based on carnallite (the raw material for potash) used in its production of magnesium.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**D. Concessions (Cont.)****2. Rotem Amfert Negev Ltd. (hereinafter – “Rotem”)**

ICL Rotem has been mining phosphates in the Negev in Israel for more than sixty years. The mining activities are carried out pursuant to a phosphate mining concession granted by the Supervisor of Mines under the Mines Ordinance, as required by Israel's Ministry of Energy. In addition to the concession, ICL Rotem operates under authorizations issued by the Israel Lands Authority (the Land Authority). The concession relates to quarries (of phosphate rock), whereas the authorizations cover the use of land as active mining areas.

Mining concessions and licenses:

On December 29, 2024, ICL Rotem was granted a new mining concession which includes the fields of Rotem, Hatrurim, Zafir Field, and Oron-Zin, as well as Oron north, for a period of up to 20 years, effective January 1, 2025, through December 31, 2044, provided that the mining operation continues to be on a commercial viable basis. The concession was granted following a competitive process conducted by Israel Ministry of Energy and Infrastructure. The new concession extends ICL's obligations under the previous concession to assure restoration of its mining and plants areas according to outlined requirements attached to the new concession, in addition to a bank guarantee issued by ICL Rotem in the amount of about \$ 16 million.

Following the issuance of the new concession by the Ministry of Energy, a petition was filed with the Supreme Court of Israel challenging the competitive process under which the concession was granted. On May 7, 2025, the Supreme Court rejected the petition.

Lease agreements:

As of the reporting date, ICL Rotem has one lease agreement in effect until 2041. In addition, ICL has two other lease agreements: one for the Zin plant, which expired in 2024 and is currently under renewal process with the Land Authority, and another for the Oron plant, which expired in 2017. Regarding the Oron plant, the Land Authority has agreed to renew the lease until the end of 2044, and the parties are in the process of entering into a new lease agreement. In addition, the Land Authority has extended the current mining permit agreement until a new agreement enters into force under the new concession.

Mining royalties:

According to the terms of the concession, ICL Rotem is required to pay royalties to the State of Israel for mining Phosphate. In accordance with the Mines Ordinance (Third Addendum A), the royalty rate for production of phosphates is 5% of the value of the quarried material. In 2021, the Ministry of Energy issued an amendment to the Third Addendum A, which anchors and clarifies the basis for calculating royalty components.

Zoning:

The mining and quarrying activities require a zoning approval of the site based on a plan in accordance with Israel's Planning and Building Law, 1965. Such plans are updated, as needed. As of the reporting date, there are several requests at various stages of deliberation pending for consideration by planning authorities.

Zin- Oron- area – in 2016, the Southern District Committee for Planning and Construction approved a detailed site plan for mining phosphates in the Zin-Oron area (hereinafter – the Plan). The Plan, which covers an area of about 350 square kilometers, will permit the continued mining of phosphate located in the Zin valley and in the Oron valley for a period of 25 years or until the exhaustion of the raw material – whichever occurs first, with the possibility of an extension (under the authority of the District Planning Board). In addition, in May 2025, a new mining plan for the northern Oron area, covering approximately 0.3 square kilometers, was approved.

In connection with the approval of the mining plan for the northern Oron area, on June 30, 2025, a petition was filed with the Be'er Sheva District Court objecting to the District Committee for Planning and Construction's approval, alleging material deficiencies in the approval process. ICL submitted its response to the petition in September 2025, and a court hearing was held on January 2026. The proceedings are ongoing.

Phosphate rock reserves of ICL Rotem – ICL promoting a plan to mine phosphates in the Barir field, located in the southern part of the South Zohar deposit in the Negev Desert. In 2015, the National Planning and Building Council (hereinafter – the National Council) approved a Policy Document regarding Mining and Quarrying of Industrial

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**D. Concessions (Cont.)****2. Rotem Amfert Negev Ltd. (hereinafter – “Rotem”) (Cont.)**Phosphate rock reserves of ICL Rotem (Cont.)

Minerals, which included a recommendation to permit phosphate mining in the South Zohar deposit and to advance a detailed National Outline Plan for the Barir field mining site. According to the recommendation of the National Council, the government's Housing Cabinet approved the National Outline Plan (hereinafter – NOP 14B).

In 2018, the Minister of Health filed an appeal of against said approval, requiring compliance with the Ministry of Health's recommendation to conduct a survey regarding the health impact in each site included in NOP 14B. As part of a discussion in the Housing Cabinet regarding the appeal, it was decided, with the consent of the Ministries of Health, Finance and Energy, to remove the appeal and to approve NOP 14B, which was subsequently formally published. In addition, it was decided to establish a team with representatives from the Treasury, Health, Transportation, Environmental Protection and Energy ministries (hereinafter – The Inter-ministerial team), which will present a report to the Housing Cabinet that includes health aspects for NOP 14B.

In 2018 and 2019, petitions were submitted to the Israel's Supreme Court by the municipality of Arad and by residents of the Bedouin community in the "Arad Valley" against the National Council, the Government of Israel and ICL Rotem, to revoke the approval of NOP 14B and to order the National Council to discuss the NOP directives, while giving proper weight to the health risk.

In 2020, the inter-ministerial team reached an outline agreement regarding the examination of health aspects of the NOP 14B, which, according to the state, constitutes an appropriate response for the review of potential health hazards on which the petitions focus.

In 2021, the Supreme Court decided to reject the petitions following a preliminary decision by the National Planning and Building Council to incorporate the main points of the outline agreement in the provisions of NOP 14B.

At the end of 2021, the Housing Cabinet re-approved the amended NOP 14B, following which the (former) Minister for Environmental Protection submitted a request for a government review of past decisions prior to promoting the Detailed NOP for the Barir field. In accordance with the decision of the Ministry of the Interior, a deliberation of the matter should have been held by July 2022.

ICL filed a petition with the Israel's Supreme Court on July 9, 2025, against the Israeli Government in the absence of any progress in promoting the detailed NOP for the Barire field. On September 7, 2025, the Government of Israel issued a decision to promote the NOP, rendering the continuation of the legal proceeding in the petition unnecessary. Accordingly, the petition was withdrawn by mutual consent.

In September 2025, the Municipality of Arad filed a petition against the Government of Israel and ICL, seeking to revoke the government's decision and requesting an interim order to halt its advancement. On October 15, 2025, the Supreme Court rejected the request for an interim order and instructed the respondents to submit their response to the petition. On December 15, 2025, ICL submitted its response to the petition.

According to ICL's assessment, the estimated useful life of Rotem's phosphate rock reserves, suited for its specialty products, in its existing mining areas is limited. ICL is making efforts to promote suitable alternatives for additional resources that will secure its future phosphate operations at ICL Rotem. As part of these efforts, ICL continues to advance several pilot development projects, some of which have been successful, adapting the usage of different grade types of phosphate rock for ICL's products as part of an effort to utilize and increase existing phosphate reserves. In addition, it is working to advance future mining of phosphate rock in other areas, subject to permits and approvals.

ICL estimates that it is more likely than not that it will be able to continue its phosphate operations at ICL Rotem by obtaining the required additional resources within a time frame that is not expected to materially affect ICL's results. Nevertheless, there is no certainty regarding the extent of future phosphate rock resources in other areas, or that ICL will succeed in obtaining the required approvals and permits for them, and, even if they are granted, the timing at which they will be received. Also, there is no certainty that the development of pilot projects will succeed in utilizing and increasing existing phosphate reserves or that they will be economically viable. Failure to obtain the additional resources, or a significant delay in obtaining them, may lead to discontinued production at Rotem, and, as a result, to a material impact on ICL's business, financial position and results of operations.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**D. Concessions (Cont.)****2. Rotem Amfert Negev Ltd. (hereinafter – “Rotem”) (Cont.)**Other regulations

- Emissions permit – in January 2024, a new emission permit was issued to ICL Rotem under the Israeli Clean Air Act (hereinafter - the Law) valid until January 2031. ICL is in active discussions with the Israel's Ministry of Environmental Protection (MoEP) to assure adherence to all conditions outlined in the permit, including those specified in an administrative order under Section 45 of the Law, and to achieve satisfactory resolutions to notable timeline execution challenges for a limited number of projects.
- Phosphogypsum storage – in 2021, a new Urban Building Plan was approved (the 2021 plan), the main objectives of which are to regulate areas for phosphogypsum storage reservoirs.
- Regarding the phosphogypsum waste ponds, under the 2021 plan, Pond 5, which has been operational since 2018, is permitted for use until the end of its expected operational life, currently expected in 2027. On December 14, 2025, following an extended regulatory process, the District Committee for Planning approved the validation of the reuse plan for Pond 4, subject to the fulfillment of certain conditions (the - Plan). The Plan was published on December 18, 2025, and came into force on January 1, 2026. In parallel, in order to ensure a storage solution at the end of Pond 4's operational life in 2030, ICL is advancing a plan to establish Pond 6 in accordance with understandings reached with certain authorities.

On December 31, 2025, petitions were filed with the Supreme Court and the District Court in Israel by private parties against the approval of the Plan and its conditions. Alongside the petitions, the applicants submitted applications for interim injunctions to suspend the enforcement of the Plan. These applications were rejected by both the Supreme Court and the District Court.

3. ICL Iberia – subsidiary of ICL in Spain

ICL Iberia was granted mining rights under Spanish government legislation enacted in 1973, along with its accompanying regulations. Pursuant to the special mining regulations, ICL Iberia received individual licenses for each of the 126 different sites relevant to its current and future mining operations. Some of these licenses are valid until 2037, while the remainder are effective through 2067.

ICL Iberia operates a potash production center in Suria which requires, among other things, both an environmental mining license and an urban license. Up to 2020, ICL Iberia operated two potash production centers in Suria and Sallent, however, as part of an efficiency plan, ICL consolidated its activities into one site by expanding the Suria production site and discontinuing potash production at the Sallent site.

ICL Iberia holds both an urban license for the Suria site and an environmental mining license that complies with updated environmental protection regulations in Spain (Autoritzacio Substantive). In 2021, ICL Iberia was granted an updated environmental mining license, an Environmental Impact Assessment, and new urban permits, which together support increased processing volumes and expanded salt piling capacity at Suria.

In 2022, an Urban Master Plan (PDU) was approved, modifying the urban qualification of the area and increasing the permitted height of the salt pile, thereby enabling the accumulation of an additional approximately 10 million tonnes of salt. This additional capacity is expected to support salt piling in the coming years until the implementation of a new collector system for salt removal. For further details, please see note 18.C.2.(c).

In July 2024, the Urban development Plan was approved, and the Environmental Impact Assessment was issued on March 4, 2025, followed by Final Mining Approval on June 6, 2025. The final operating license was granted on November 6, 2025, allowing the initiation of construction for the extension, as well as the piling of part of the salt in the existing Salt deposit.

4. United Kingdom

- a. ICL Boulby, ICL's subsidiary in the UK, holds onshore and offshore mineral leases and licenses that allow for the extraction of various minerals, along with numerous easements and rights of way from private landowners. The offshore mineral field is leased from The Crown Estate on a production royalty basis and includes provisions for the exploration and exploitation of all targeted and known polyhalite and salt mineral resources of interest to ICL Boulby.

ICL Boulby has been actively engaged in negotiations with the private property owners and in 2025 secured the renewal of two existing lease agreements.

Note 18 – Contingent Liabilities, Commitments and Concessions (Cont.)**D. Concessions (Cont.)****4. United Kingdom (cont.)**

The renewal of the remaining leases has been referred to the High Court of Justice in London for a decision regarding the applicable calculation mechanism for the lease fees payable. ICL estimates that the proceedings will be concluded in the first half of 2026. In addition to the leases subject to court proceedings, ICL Boulby also holds 15 active leases with expiration dates ranging from 2026 to 2073.

Historically, lease renewals have not posed significant challenges. ICL Boulby believes that all land and mineral leases will be renewed as required and expects to obtain all necessary government approvals and permits for the continued exploitation of all targeted mineral resources.

In 2022, the North York Moor National Planning Authorities (hereinafter - NYMNPA) granted planning permission for the extraction of polyhalite and salt through 2048. As part of the approval, ICL Boulby was required to submit management plans for NYMNPA's approval. As of the reporting date, all required plans are completed and approved.

Regarding mining royalties, ICL Boulby pays royalties at a rate of 2.1%, which amounted to about \$1.5 million in 2025.

- b. A UK subsidiary within the Growing Solutions segment (hereinafter – Everris Limited) owns peat mines in the UK (Creca, Nutberry, and Douglas Water). Peat is used as a component in the production of professional growing media. The extraction permits for Creca site are valid until the end of 2051, and the site is currently operational. However, mining activity at the Nutberry and Douglas Water sites ceased in 2024, following the expiration of their respective permits. Restoration activities at these sites have commenced and are currently ongoing.

5. YPH – China**Mining rights**

YPH, ICL's subsidiary in China, which is equally owned with Yunnan Yuntianhua Corporation Ltd. ("YYTH"), holds a phosphate mining license that was issued in 2015 by the Division of Land and Resources of the Yunnan district in China for the Haikou Mine (hereinafter – Haikou) which is valid until January 2043.

Natural Resources Royalties

With respect to the mining rights, in accordance with China "Natural Resources Tax Law", YPH pays royalties of 8% on the selling price based on the market price of the rock prior to its processing. The total royalties paid in 2025 were about \$4.4 million.

Note 19 – Share-Based Payments

A. Non-marketable options

Company	Issuance date	Entitled employees	Number of instruments (thousands)	Issuance details	Terms of the instrument	Vesting terms	Expiration date
The Company	December 3, 2020	5 employees of the Company including officers of the Company.	10	An issuance of non-marketable and non-transferrable options, for no consideration, under the 2020 Equity Compensation Plan of the Company.	Upon exercise, each option may be converted into one ordinary share of NIS 1 par value of the Company.	3 equal tranches: (1) one third at the end of one year from the date of the grant (2) one third at the end of two years from the date of the grant (3) one third at the end of three years from the date of the grant.	At the end of five years from the date of the grant.
	January 25, 2024	8 employees of the Company including officers of the Company.	11				

Note 19 – Share-Based Payments (cont.)

A. Non-marketable options (cont.)

Company	Issuance date	Entitled employees	Number of instruments (thousands)	Issuance details	Terms of the instrument	Vesting terms	Expiration date
ICL	February 14, 2017	Former CEO of ICL	114				February 14, 2024
	June 20, 2017	Officers and senior employees of ICL.	6,868				June 20, 2024
	August 2, 2017	Former Chairman of the Board of Directors of ICL	165	An issuance of non-marketable and non-transferrable options, for no consideration, under the 2014 Equity Compensation Plan as amended in June 2016 (hereinafter – “the 2014 Equity Compensation Plan”).	Upon exercise each option, may be converted into one ordinary share of NIS 1 par value of ICL.	3 equal tranches: (1) one third at the end of 12 months after the grant date (2) one third at the end of 24 months after the grant date (3) one third at the end of 36 months after the grant date	June 20, 2024
	March 6, 2018	Officers and senior employees of ICL	5,554				March 6, 2025
	May 14, 2018	CEO of ICL	385				May 14, 2025
	August 20, 2018	Former Chairman of the Board of ICL	403				August 20, 2025

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 19 – Share-Based Payments (cont.)

A. Non-marketable options (cont.)

Company	Issuance date	Entitled employees	Number of instruments (thousands)	Issuance details	Terms of the instrument	Vesting terms	Expiration date
ICL	April 15, 2019	Officers and senior manager of ICL	13,242	An issuance of non-marketable and non-transferrable options, for no consideration, under the 2014 Equity Compensation Plan that was amended in June 2016 (hereinafter – “the 2014 Equity Compensation Plan as Amended”).	Upon exercise of each option, it may be converted into one ordinary share of NIS 1 par value of ICL.	2 equal tranches: (1) one third at the end of 24 months after the grant date (2) one third at the end of 36 months after the grant date	5 years after the issuance date
	June 27, 2019	CEO of ICL	3,512				
	May 29, 2019*	Chairman of the Board of Directors of ICL	2,169				
	June 30, 2021	Senior employees of ICL	647				
	February 8, 2022	Senior employees of ICL	9,294	An issuance of non-marketable and non-transferrable options, for no consideration, under the 2014 Equity Compensation Plan that was amended in June 2016 (hereinafter – “the 2014 Equity Compensation Plan as Amended”).	Upon exercise of each option, it may be converted into one ordinary share of NIS 1 par value of ICL.	3 equal tranches: (1) one third at the end of 12 months after the grant date (2) one third at the end of 24 months after the grant date (3) one third at the end of 36 months after the grant date	5 years after the issuance date
	March 30, 2022	CEO of ICL	1,941				
	March 30, 2022	Chairman of the Board of Directors of ICL	1,055				
	February 14, 2023	Senior managers	461				
	April 4, 2024	Officers and managers	12,333				

* The options were issued upon entry of Mr. Doppelt into his position on July 1, 2019.

Note 19 – Share-Based Payments (cont.)

A. Non-marketable options (cont.)

Company	Issuance date	Entitled employees	Number of instruments (thousands)	Issuance details	Terms of the instrument	Vesting terms	Expiration date
ICL	March 6, 2025	Chairman of BOD	1,974	An issuance of non-marketable and non-transferrable options, for no consideration, under the 2014 Equity Compensation Plan as amended in June 2016 (hereinafter – “the 2014 Equity Compensation Plan”).	Upon exercise each option may be converted into one ordinary share of NIS 1 par value of ICL.	3 equal tranches: (1) one third at the end of 12 months after the grant date (2) one third at the end of 24 months after the grant date (3) one third at the end of 36 months after the grant date	5 years after the issuance date
	March 13, 2025	CEO of ICL	2,309				
	April 1, 2025	Senior manager	739				
	May 1, 2025	Senior manager	473				
	July 6, 2025	Certain officers and senior managers	3,204				
	December 7, 2025	Senior executive	417				
	January 4, 2026	Senior executive	946				

Note 19 – Share-Based Payments (Cont.)

B. Additional details regarding non-marketable options

1. The Company

The options issued to employees are subject to the provisions of Section 102 of the Israeli Income Tax Ordinance and are granted through a trustee under the Capital Gains Track.

The exercise price is linked to the Consumer Price Index (CPI) known as of the exercise date. In the event of a dividend distribution by the Company, the exercise price is reduced on the ex-dividend date by the gross amount of the dividend per share, based on its NIS value as of the effective date.

In addition, the exercise price is subject to further adjustments in the event of a share consolidation or share split, and the issuance of rights.

The fair value of the options granted was estimated using the Black-Scholes option pricing model.

On January 25, 2024, the Company's Board of Directors approved (following the approval of the Audit Committee and the Remuneration Committee), the grant of 10,811 options (non-marketable) convertible into 10,811 ordinary shares of the Company, with a par value of NIS 1 per share, to eight employees, including officers of the Company. The options vest in three equal tranches, at the end of 12 months, 24 months and 36 months from the grant date.

In June 2025, 2,401 options granted under the 2020 Grant Plan were exercised by employees and officers. In November 2025, additional 988 options under the 2020 Grant Plan were exercised by two officers. As a result of the exercises, the Company's share capital increased by 2,717 shares with a par value of NIS 1 each. There are no remaining unexercised options under the 2020 Grant Plan.

The parameters used in applying the models are as follows (translated based on the rate of exchange known on the grant date):

	<u>2020 Plan</u> <u>2024 Grant</u>
Price of share on the grant date (in \$)	225.22
CPI-linked exercise premium (in \$)	266.90
Expected volatility	43.5%
Life of the options (in years)	5
Risk free interest rate	1.33%
Fair value (in millions of \$)	0.831
Fair value on the grant date (in \$)	76.84
Exercise price as of December 31 (in \$)	
2025	321.3
2024	276.7
Exercise price as of December 31 (in NIS)	
2025	1,025.1
2024	1,008.9
The Company's share price as of December 31, 2025: NIS 920 (\$ 288.4)	
Total options outstanding as of December 31	
2025	10,811
2024	10,811

The cost of the benefit embedded in the options is recognized in the statement of income over the vesting period of each tranche. Accordingly, in 2025 and 2024 the Company recorded expenses in an immaterial amount.

Note 19 – Share-Based Payments (Cont.)

B. Additional details regarding non-marketable options (Cont.)

2. ICL

The options issued to the employees in Israel are covered by the provisions of Section 102 of the Israeli Income Tax Ordinance. The issuance is performed through a trustee under the Capital Gains Track. The exercise price is linked to the known CPI as of the date of payment, which is the exercise date. When ICL distributes a dividend, the exercise price is reduced on the “ex dividend” date, by the amount of the dividend per share (gross), based on the amount in NIS thereof at the effective date.

The fair value of all other options was estimated using the Black & Scholes model for pricing options. The parameters used in applying the models are as follows:

	Under the 2014 plan Granted							
	2017	2018	2019	2021	2022	2023	2024	2025
Share price (in \$)	4.5	4.4	5.4	6.8	10.0	7.7	5.1	6.3
CPI-linked exercise price (in \$)	4.3	4.3	5.3	7.1	10.1	7.6	5.1	6.2
Expected volatility:								
First tranche	31.88%	28.86%	27.85%	31.70%	31.80%	35.84%	32.20%	32.19%
Second tranche	31.88%	28.86%	27.85%	31.70%	30.88%	34.15%	32.26%	33.27%
Third tranche	31.88%	28.86%	–	–	30.52%	33.77%	32.62%	33.24%
Life of options (in years):								
First tranche	7.0	7.0	4.4	4.4	3.2	3.1	3.1	3.0
Second tranche	7.0	7.0	4.4	4.4	3.8	3.7	3.7	3.4
Third tranche	7.0	7.0	–	–	4.0	3.9	3.9	3.5
Risk-free interest rate:								
First tranche	0.37%	0.03%	(0.67%)	0.43%	(1.46%)	1.49%	2.09%	2.38%
Second tranche	0.37%	0.03%	(0.67%)	0.43%	(1.29%)	1.43%	2.17%	2.38%
Third tranche	0.37%	0.03%	–	–	(1.21%)	1.43%	2.17%	2.38%
Fair value (in \$ millions)	11.3	8.8	7.5	0.6	24.9	0.9	15.4	15.5
Weighted-average fair value on the grant date of the option (\$)	1.58	1.4	1.2	1.33	2.02	1.97	1.25	1.7

The expected volatility was determined based on historical volatility in ICL’s share prices in the Tel-Aviv Stock Exchange.

The expected life of the options was determined according to ICL’s management estimate of the period in which the employees will hold the options, taking into consideration their position with ICL.

The risk free interest rate was determined based on yield to maturity of shekel denominated Israeli Government debentures, with a remaining life equal or similar to the anticipated life of the options.

The cost of the benefit embedded in the options and shares from the amended 2014 Equity Compensation Plan is recognized in the statement of income over the vesting period of each portion. Accordingly, in 2025, 2024 and 2023, ICL recorded expenses of \$12 million, \$10 million and \$7 million, respectively.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 19 – Share-Based Payments (Cont.)

B. Additional details regarding non-marketable options (Cont.)

ICL (Cont.)

The movement in the options is as follows (in millions):

	Number of options
Balance as of January 1, 2024	14
Movement in 2024:	
Granted during the year	12
Exercised during the year	(3)
Balance outstanding as of December 31, 2024	23
Movement in 2025:	
Granted during the year	9
Forfeited during the year	(1)
Exercised during the year	(1)
Options outstanding as of December 31, 2025	30

The exercise prices for options outstanding at the beginning and end of each period are as follows (in US dollar):

	December 31 2025	December 31 2024	December 31 2023
Granted 2017	–	–	2.79
Granted 2018	–	2.77	2.70
Granted 2019	–	–	4.27
Granted 2021	6.36	5.60	5.64
Granted 2022	9.84	8.60	8.56
Granted 2023	8.27	7.23	7.23
Granted 2024	5.87	5.17	–
Granted 2025	6.90	–	–

The number of outstanding vested options at the end of each period and the weighted average of the exercise price for these options are as follows (*):

	December 31 2025	December 31 2024	December 31 2023
Number of exercisable options (in millions)	14	8	7
Weighted average exercise price (in NIS)	28.23	30.36	22.57
Weighted average exercise price (in US\$)	8.85	8.33	6.22

* ICL's share price as of December 31, 2025: NIS 18.30 (\$5.74).

Note 19 – Share-Based Payments (Cont.)

B. Additional details regarding non-marketable options (Cont.)

ICL (Cont.)

The range of exercise prices for the options outstanding vested at the end of each period is as follows:

	December 31 2025	December 31 2024	December 31 2023
Range of exercise price (in NIS)	18.71-31.39	10.12-31.38	9.46-34.3
Range of exercise price (in \$)	5.87-9.84	2.77-8.60	2.7-9.81

The average remaining contractual life expectancy for the outstanding vested options at the end of each period is as follows:

	December 31 2025	December 31 2024	December 31 2023
Average remaining contractual life	2.76	3.24	2.59

Note 20 – Share Capital and Reserves

A. Share Capital and Premium

	Ordinary shares	
	2025	2024
	Thousands of shares of NIS 1 par value	
Issued and paid-up share capital as of December 31 (1)	7,705	7,702
Authorized share capital	160,000	160,000

- (1) As of the date of the report, a wholly-owned subsidiary of the Company holds 72,322 ordinary shares of NIS 1 par value each of the Company, constituting approximately 0.94% of the Company's issued share capital.

Repurchase

On November 16, 2023, the Company's Board of Directors approved a share repurchase plan, pursuant to which the Company may acquire its own shares.

In the first quarter of 2024, the Company completed the share repurchase plan, pursuant to which the Company repurchased an aggregate of 132,243 ordinary shares, with a par value of NIS 1 per share, for a total consideration of approximately \$33 million.

Each ordinary share in the Company's share capital entitles its holder to dividends, bonus shares, and a proportionate share of the Company's assets upon liquidation, based on the par value of each share, without regard to any premium paid thereon, all subject to the provisions of the Company's Articles of Association.

Each ordinary share entitles its holder to participate in the Company's general meetings and confers one vote

The Company's shares are registered for trading on the Tel-Aviv Stock Exchange.

B. Translation reserve of foreign operations

The translation reserve includes all the foreign currency differences stemming from translation of financial statements of foreign activities.

C. Capital reserves

The main capital reserves include:

A hedge reserve, which includes the effective part of the accrued net change in the fair value of instruments hedging the cash flows and that relate to hedged transactions not yet realized that have not yet been recorded in the statement of income.

A capital reserve including charge of salaries expenses against a corresponding increase in capital in connection with share-based payments to employees.

A capital reserve including the change in the fair value of investments measured at fair value through other comprehensive income.

- D. Regarding issuance of options to employees of the Company and ICL – see Note 19 regarding Share-Based Payments.

E. Dividend

- Subsequent to the reporting date, on March 25, 2026, the Company's Board of Directors decided to distribute a cash dividend to the shareholders, in the amount of approximately \$13 million. The record date is April 14, 2026, and the payment date is April 27, 2026.
- On March 27, 2025, the Company's Board of Directors decided to distribute a cash dividend to the shareholders, in the amount of approximately NIS 15 million. The dividend was distributed on April 21, 2025.
- On March 27, 2024, the Company's Board of Directors decided to distribute a cash dividend to the shareholders, in the amount of approximately NIS 37 million. The dividend was distributed on April 17, 2024.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 20 – Share Capital and Reserves (Cont.)

F. Other comprehensive income

	Attributable to the Company's shareholders				Non-controlling interests	Total other comprehensive income (loss), net of tax
	Translation reserve for foreign activities	Capital reserves	Retained earnings	Total		
	\$ millions					
2025						
Foreign currency translation differences	101	-	-	101	137	238
Effective portion of the change in fair value of cash flow hedges	-	91	-	91	54	145
Net change in fair value of cash flow hedges transferred to the statement of income	-	(90)	-	(90)	(48)	(138)
Actuarial gains from defined benefit plans	-	-	2	2	1	3
Group's share in other comprehensive income of equity-accounted investees	-	1	-	1	-	1
Net change in investments measured at fair value through other comprehensive income	-	23	-	23	-	23
Net change in fair value of hedge in respect of investments measured at fair value through other comprehensive income	-	(2)	-	(2)	-	(2)
Taxes in respect of components of other comprehensive income	-	(2)	-	(2)	(2)	(4)
Total other comprehensive income (loss) for the year, net of tax	101	21	2	124	142	266

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 20 – Share Capital and Reserves (Cont.)

F. Other comprehensive income (Cont.)

	Attributable to the Company's shareholders					
	Translation reserve for foreign activities	Capital reserves	Retained earnings	Total	Non- controlling interests	Total other comprehensive income (loss), net of tax
	\$ millions					
2024						
Foreign currency translation differences in foreign activities	(105)	–	–	(105)	(142)	(247)
Effective portion of the change in fair value of cash flow hedges	–	(8)	–	(8)	(1)	(9)
Net change in fair value of cash flow hedges transferred to the statement of income	–	12	–	12	6	18
Actuarial gains from defined benefit plans	–	–	15	15	18	33
Taxes in respect of components of other comprehensive income	–	(1)	(4)	(5)	(5)	(10)
Total other comprehensive income (loss) for the year, net of tax	(105)	3	11	(91)	(124)	(215)

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 20 – Share Capital and Reserves (Cont.)

F. Other comprehensive income (Cont.)

	Attributable to the Company's shareholders				Non-controlling interests	Total other comprehensive income (loss), net of tax
	Translation reserve for foreign activities	Capital reserves	Retained earnings	Total		
	\$ millions					
2023						
Foreign currency translation differences	39	–	–	39	41	80
Effective portion of the change in fair value of cash flow hedges	–	(42)	–	(42)	(23)	(65)
Net change in fair value of cash flow hedges transferred to the statement of income	–	52	–	52	34	86
Actuarial gains from defined benefit plans	–	–	15	15	18	33
Net change in investments measured at fair value through other comprehensive income	–	2	–	2	–	2
Taxes in respect of components of other comprehensive income	–	(2)	(4)	(6)	(6)	(12)
Total other comprehensive income for the year, net of tax	39	10	11	60	64	124

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 21 – Sales and Cost of Sales

	For the year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Sales*	7,153	6,841	7,536
Cost of sales			
Materials consumed	2,661	2,341	2,547
Cost of labor	961	906	875
Energy and fuel	454	356	402
Depreciation and amortization	520	510	454
Other	375	476	591
	4,971	4,589	4,869

* For details regarding information based on geographical regions – see Note 29, below.

Note 22 – Research and Development Expenses

	For the year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Cost of labor	56	52	56
Other	14	17	15
	70	69	71

Note 23 – Selling, Transport and Marketing Expenses

	For the year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Land and marine transportation	700	722	714
Cost of labor	202	185	176
Other	212	207	203
	1,114	1,114	1,093

Note 24 – General and Administrative Expenses

	For the year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Cost of labor	189	159	151
Professional services	50	45	44
Other	71	64	75
	310	268	270

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 25 – Other Income and Expenses

	For the year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Other income			
Capital gain and gain on sale of holdings	-	2	1
Legal claims	4	-	2
Rental income	4	3	3
Employee benefits	-	2	-
Contingent consideration	10	3	8
Insurance and energy tax refunds	5	3	2
Other	16	8	6
	<u>39</u>	<u>21</u>	<u>22</u>
Other expenses			
Provision for legal claims	-	4	1
Financial instruments at fair value	-	9	65
Impairment, site closure, restoration cost and efficiency plan	139	24	45
Doubtful debts	15	14	2
Other	7	11	15
	<u>161</u>	<u>62</u>	<u>128</u>

Note 26 – Financing Income and Expenses

	For the year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Financing income			
Net gain from change in the exchange rates	-	-	(56)
Interest income from bank deposits and others	(76)	(91)	(103)
Net change in fair value of derivative financial instruments serving as an accounting hedge	(106)	-	-
Net change in fair value of derivative financial instruments serving as an economic hedge	(70)	-	-
Financing income in respect of employee benefits	-	(1)	(7)
	<u>(252)</u>	<u>(92)</u>	<u>(166)</u>
Financing income recorded in the statement of income			
Financing expenses			
Interest expenses to banks and others	189	189	210
Loss from change in the exchange rates	174	-	-
Net change in fair value of derivative financial instruments serving as an accounting hedge	-	17	55
Net change in fair value of derivative financial instruments serving as an economic hedge	-	5	54
Other and commissions	7	5	7
Financing expenses in respect of employee benefits	28	13	13
Financing expenses	<u>398</u>	<u>229</u>	<u>339</u>
Less – capitalized borrowing costs	8	7	7
Financing expenses recorded in the statement of income	<u>390</u>	<u>222</u>	<u>332</u>
Net financing expenses recorded in the statement of income	<u>138</u>	<u>130</u>	<u>166</u>

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 27 – Taxes on Income

A. Composition of income tax expenses (income)

	For the year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Taxes on income (tax benefit)			
Current taxes	159	179	252
Taxes (tax benefit) in respect of prior years	14	(2)	(11)
Deferred taxes	(15)	(20)	46
Total taxes on income	158	157	287

B. Reconciliation between the theoretical tax on the pre-tax income and the tax expenses

	For the year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Income before taxes on income	425	631	962
Statutory tax rate	23%	23%	23%
Theoretical tax expense	98	145	221
Increase (decrease) in tax in respect of:			
Surplus Profit Levy tax	6	3	62
Reduced tax due to tax benefits	(27)	(12)	(17)
Tax losses and temporary differences with respect to which deferred taxes were not recorded and non-deductible expenses	25	30	58
Differences deriving from additional deduction and different tax rates applicable to foreign subsidiaries	(13)	(19)	(32)
Tax in respect of dividends	3	1	6
Taxes in respect of prior years*	14	(2)	(11)
Differences in measurement basis (mainly NIS vs US\$)	41	2	(2)
Other differences	11	9	2
Taxes on income included in the statement of income	158	157	287

* In 2022, assessments agreement attributed to imposition of Surplus Profits Levy, as described above.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 27 – Taxes on Income (Cont.)

C. Deferred tax assets and liabilities

1. Deferred tax assets and liabilities recognized

The deferred tax assets and liabilities are allocated to the following items:

	Depreciable Property, plant and equipment and intangible assets	Provisions for employee benefits	Inventories	In respect of carry forward tax losses	Other	Total
	\$ millions					
Balance of deferred tax asset (liability) As of December 31, 2023	(598)	52	50	142	9	(345)
Amounts recorded in the statement of income	(35)	4	(7)	23	33	18
Amounts recorded to a capital reserve	–	(8)	–	–	–	(8)
Translation differences	9	(1)	(1)	(10)	(7)	(10)
Balance of deferred tax asset (liability) As of December 31, 2024	(624)	47	42	155	35	(345)
Amounts recorded in the statement of income	(2)	2	3	24	(16)	11
Amounts recorded to a capital reserve	-	-	-	-	(4)	(4)
Translation differences	(5)	(3)	-	13	4	9
Balance of deferred tax asset (liability) As of December 31, 2025	(631)	46	45	192	19	(329)

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 27 – Taxes on Income (Cont.)

C. Deferred tax assets and liabilities

2. Currencies in which the deferred tax balances are denominated:

	As of December 31	
	2025	2024
	\$ millions	\$ millions
Dollar	51	9
Euro	70	51
Israeli shekels	(482)	(439)
British pound	11	11
Brazilian real	9	15
Other	12	8
	<u>(329)</u>	<u>(345)</u>

3. Taxes on income relating to equity categories:

	For the Year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Actuarial gains from defined benefit plans	-	(8)	(8)
Changes in fair value of hedging derivatives	(4)	(2)	(4)
Taxes in respect of exchange rate differences on equity loan to subsidiary included in translation differences	-	27	(9)
	<u>(4)</u>	<u>17</u>	<u>(21)</u>

The current taxes for the periods reported are calculated in accordance with the tax rates shown below:

D. Taxation of companies in Israel

1. The statutory tax rate in Israel is 23%.

2. Tax benefits under the Law for Encouragement of Capital Investments, 1959 (hereinafter – “the Encouragement Law”)a. Beneficiary Enterprise

The production facilities of some of ICL’s subsidiaries in Israel (hereinafter – the Subsidiaries) have received “Beneficiary Enterprise” status under the Encouragement law after Amendment No. 60 to the Law was published in April 2005. The main benefit granted to the Subsidiaries is a preferred tax rate. From the year 2022, “Beneficiary Enterprise” tax benefits to the Subsidiaries have been discontinued.

A company which had a “Beneficiary Enterprise” that distributes a dividend out of exempt income, will be subject to corporate tax in the year in which the dividend is distributed on the amount distributed, at the tax rate applicable under the Encouragement Law in the year in which the exempted income was generated, had it not been exempt from tax. In addition, a withholding tax will be applied at the applicable rate to the distribution.

In November 2021, the Israeli Economic Efficiency Law for the years 2021 and 2022 was published, which consists of numerous legislative amendments and arrangements, including an amendment to Section 74 of the Encouragement Law, (hereinafter – the amendment).

Note 27 – Taxes on Income (Cont.)

D. Taxation of companies in Israel (Cont.)

2. Tax benefits under the Law for Encouragement of Capital Investments, 1959 (hereinafter – “the Encouragement Law”) (Cont.)a. Beneficiary Enterprise (Cont.)

The amendment stipulates that in any dividend distribution from companies holding accumulated profits that were exempt from tax until their distribution as a dividend (“trapped earnings”), a certain part of the distribution will be considered a distribution of those trapped earnings, which will be fully taxed upon release.

As of December 31, 2025, ICL’s “trapped earnings” balance was about 950 NIS million (approximately \$298 million). ICL estimates that its remaining “trapped earnings” are not expected to be distributed and therefore no deferred tax liability accrual was booked.

b. Preferred Enterprise

In December 2010, the Israeli Knesset approved the Economic Policy Law for 2011-2012, whereby the Encouragement law, was amended (hereinafter – the Amendment). The Amendment is effective from January 1, 2011 and its provisions apply to preferred income, derived or accrued by a Preferred Enterprise, as defined in the Amendment, in 2011 and thereafter.

The Amendment does not apply to an Industrial Enterprise that is a mine, or any other facility for production of minerals or a facility for exploration of fuel. Therefore, ICL plants that are defined as mining plants and mineral excavators will not be able to take advantage of the tax rates included as part of the Amendment.

The tax rates applicable to Preferred Income in Israel are:

- 1) Preferred Enterprises located in Development Area A – 7.5%.
- 2) Preferred Enterprises located in the rest of the country – 16%.

In November 2015, the Knesset passed the Economic Efficiency Law, which expanded the exception to all of the Enterprise’s activities up to the time of the first marketable product (for additional details – see Section 4 below). However, tax benefits to which a Beneficiary Plant was entitled were not cancelled in respect of investments made up to December 31, 2012. Therefore, such plants are able to utilize the tax benefits in respect of such investments, in accordance with the provisions of the old law.

It is further provided in the Amendment that tax will not apply to a dividend distributed out of preferred income to a shareholder that is an Israeli-resident company. A dividend distributed out of preferred income to a shareholder that is an individual or a foreign resident is subject to tax at a rate of 20%, unless a lower tax rate applies under a relevant treaty for prevention of double taxation.

3. The Law for the Encouragement of Industry (Taxes), 1969

- a. Some of ICL’s Israeli subsidiaries are “Industrial Enterprise”, as defined in the above-mentioned law. In respect of buildings, machinery and equipment owned and used by any “Industrial Enterprise”, ICL is entitled to claim accelerated depreciation as provided by the Income Tax Regulations – Adjustments for Inflation (Depreciation Rates), 1986 which allow accelerated depreciation to any “Industrial Enterprise” as of the tax year in which each asset is first placed in service.
- b. The Industrial Enterprises owned by some of ICL’s Israeli subsidiaries have a common line of production or similar industrial branch activity and, therefore, they file, together with ICL, a consolidated tax return in accordance with Section 23 of the Law for the Encouragement of Industry. Accordingly, each of the said companies is entitled to offset its tax losses against the taxable income of the other companies.

Note 27 – Taxes on Income (Cont.)

D. Taxation of companies in Israel (Cont.)

4. The Law for Taxation of Profits from Natural Resources

The government take on natural resources in Israel includes three elements: Royalties, Corporate Income Tax and Surplus Profit Levy. The highlights of the Law are set forth below:

Royalties

In accordance with the Mines Ordinance, the rate of the royalties, in connection with resources produced from the quarries, will be 5%. For production of phosphates, according to the Mines Ordinance (Third Addendum A), the royalty rate is 5% of the value of the quarried material.

In accordance with the Israeli Dead Sea Concession Law, 1961, the royalty rate for potash, bromine and magnesium is 5% of the value of the sold quantity.

Imposition of Surplus Profit Levy

The Law for Taxation of Profits from Natural Resources (hereinafter – the Law), is effective since January 1, 2016. The law is applied for the bromine, phosphate and magnesium minerals from 2016 and for potash from 2017. The tax base, which will be calculated for every mineral separately, is the mineral's operating income, in accordance with the accounting statement of income, to which certain adjustments will be made.

The taxable profit is based on the first traded product mineral operating income, as adjusted, after a deduction of 5% of the mineral's year end working capital, and an amount that reflects a yield of 14% on the value of property, plant and equipment used for production and sale of the quarried material.

On the tax base, as stated, a progressive tax will be imposed at a rate to be determined based on the yield in that year. For a yield between 14% and 20%, Natural Resources Tax will be imposed at the rate of 25%, while yield in excess of 20% will be subject to Natural Resources Tax at the rate of 42%. In years in which the Natural Resources Tax base is negative, the negative amount will be carried forward from year to year and will constitute a tax shield in the succeeding tax year. The above computations, including the right to use prior years' losses (Negative Surplus Profits) are made separately, without considering setoffs, for each natural resource production and sale activity.

Limitations on the Natural Resources Tax – the Natural Resources Tax will only apply to profits deriving from the actual production and sale of each of the following resources: potash, bromine, magnesium and phosphates, and not to the profits deriving from the downstream industrial activities. Calculation of the Natural Resources Tax will be made separately for every mineral mining concession. Nonetheless, regarding magnesium, it was provided that commencing from 2017, upon sale of Carnalite by DSW to magnesium and reacquisition of a Sylvinite byproduct by DSW, magnesium will charge DSW \$100 per ton of potash, which is produced from the Sylvinite (linked to the CPI).

A mechanism was provided for determination of the market price with respect to transactions in natural resources executed between related parties in Israel, as well as a mechanism for calculation of the manner for costs allocation between the production and sale of the natural resource, on the one hand, and the downstream activities, on the other hand.

Regarding the bromine resource, the sale price of bromine sold to related parties, in and outside of Israel, who use the bromine for bromine compounds manufacturing activities, shall be, in each tax year, the higher of:

- a. The actual price in the sale transaction.
- b. A price which will provide an operating profit for the bromine compounds manufacturer of 12% out of the revenue it generates from bromine compounds sales.

Regarding the phosphate resource, the sale price of phosphate sold to related parties for purposes of downstream manufacturing activities shall be in each tax year, the higher of:

- a. Actual price in the sale transaction.
- b. A price which will provide an operating profit with the downstream products manufacturer of 12% out of the revenue it generates from downstream phosphate made of products sales.

Note 27 – Taxes on Income (Cont.)**D. Taxation of companies in Israel (Cont.)****4. The Law for Taxation of Profits from Natural Resources (Cont.)****Imposition of Natural Resources Tax (Cont.)**

- c. The production and operating costs attributable to a unit of phosphate.

Amendment 3 to the Law

In November 2021, Amendment number 3 to the Law was approved by the Israeli Knesset, according to which the arrangement of tax collection will be altered so that companies will be required to pay 75% of the disputed tax, after objecting to a tax assessment by appeal to the district court, and prior to a court ruling. Prior to this amendment, the full payment of the Surplus Profit Levy in dispute was not required until a Court ruling is rendered.

Companies Tax

The Law for Encouragement of Capital Investments was revised such that the definition of a “Plant for Production of Quarries” will include all the plant’s activities up to production of the first marketable natural resource, of potash, bromine, magnesium and phosphates. Accordingly, activities involved with production of the first traded resource will not be entitled to tax benefits under the Law, whereas activities relating to downstream products, such as bromine compounds, acids, fertilizers, etc. will be entitled to tax benefits under the Law.

The Natural Resource Tax will be deductible from ICL’s taxable income and ICL will pay the Corporate Tax on the balance as is customary in Israel.

E. Taxation of non-Israeli subsidiaries

The subsidiaries that are incorporated outside of Israel are assessed for tax under the tax laws in their countries of residence ⁽²⁾. The principal tax rates applicable to the major subsidiaries outside of Israel are as follows:

<u>Country</u>	<u>Tax Rate</u>	<u>Reference</u>
Brazil	34%	
Germany	29%	(3)
United States	26%	(1)
Netherlands	25.8%	
Spain	25%	
China	25%	
United Kingdom	25%	

- (1) The tax rate is an estimated average and includes federal and states taxes. Different rates may apply in each year due to changes in the allocation of income among states.
- (2) In accordance with the legislation of BEPS Pillar 2 which entered into effect in 2024, there are several jurisdictions in which ICL operates, where the local tax rate may require a supplement to a minimum taxation of 15%. This legislation has no material impact on ICL.
- (3) Starting in fiscal year 2028, the tax rate will be gradually reduced by 1% per year, reaching 24% in fiscal year 2032.

Note 27 – Taxes on Income (Cont.)**F. Tax loss carryforwards**

As of December 31, 2025, the balances of the carryforward tax losses including negative surplus profits of the Group for which deferred taxes have been recorded, amount to approximately \$598 million, in the Company no tax assets have been recognized (December 31, 2024 – approximately \$557 million of deferred taxes have been recognized in the Group and in the Company no tax assets were recognized).

As of December 31, 2025, the balances of the carryforward tax losses including negative surplus profits of the Group and the Company for which deferred taxes have not been recorded, amount to approximately \$813 million and approximately \$105 million, respectively (December 31, 2024 – approximately \$508 million and approximately \$92 million, respectively).

As of December 31, 2025, the capital losses for tax purposes available for carryforward to future years, of the Group and the Company, for which deferred taxes have not been recorded, amount to approximately \$3,008 million and approximately \$2,770 million, respectively (December 31, 2024 – approximately \$2,626 million and approximately \$2,420 million, respectively).

G. Tax assessments

1. The Company and Headquarters Companies have final tax assessments up to and including the 2020 tax year, based on an assessment's agreement signed with the Tax Authorities as well as tax years that are statute-barred. On March 28, 2024, the Company entered into an assessments' agreement with the Income Tax Authority in respect of the 2017 and 2018 tax years and accordingly the Company updated the provision for income taxes.
2. ICL and the main operational companies in Israel have received final tax assessments up to and including 2019. The main subsidiaries outside of Israel have final tax assessments up to and including 2015 – 2021.

ICL's main operating companies in Spain are involved in an assessment dispute with the Spanish tax authorities for the years 2015-2019 before the low-level tax court. The assessment does not include a tax demand but involves a reduction of net operating losses for tax purposes amounting to 35 million euro. The company believes it is more likely than not that its position will be accepted for those years.

3. Surplus Profit Levy (in israel)

ICL have received final tax assessments up to and including the 2020 tax year for our Potash, Bromine and Magnesium minerals operations.

On December 30, 2025, ICL received a tax assessment from the Israeli Tax Authority for the years 2016-2020 related to the Surplus Profit Levy on phosphate mineral. The assessment includes the cancellation of carry-forward negative Surplus Profit, which amounted to approximately \$60 million as of the end of 2020. The assessment also includes an immaterial Surplus Profit Levy demand for 2016. The impact of the assessment on ICL's financial statements is immaterial, as ICL did not recognize a deferred tax asset for the negative Surplus Profit related to phosphate minerals. ICL is considering filing an objection to this assessment.

Note 28 – Earnings per Share

Data used in calculation of the basic and diluted earnings per share

A. Net income from continuing operations allocated to the holders of the ordinary shares

	For the Year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Net income for the year attributable to the owners of the Company (basic)	87	190	273
Basic earnings per share attributable to the owners of the Company	11.60	25.30	35.80
Diluted earnings per share attributable to the owners of the Company	11.60	25.30	35.79

B. Weighted-average number of ordinary shares

	For the year ended December 31		
	2025	2024	2023
	Thousands of ordinary shares	Thousands of ordinary shares	Thousands of ordinary shares
The basic earnings per share	7,499	7,509	7,627
The diluted earnings per share	7,499	7,509	7,628

Note 29 – Information on the Basis of Geographic Regions

- A. The following table presents the distribution of ICL's sales by geographical location of the main facilities from which they were produced:

	For the year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Israel	3,172	3,118	3,595
Europe	2,434	2,368	2,610
South America	1,332	1,213	1,482
North America	1,061	1,000	999
Asia	919	802	788
Other	56	55	52
	8,974	8,556	9,526
Intercompany sales in ICL	(1,821)	(1,715)	(1,990)
Total revenues	7,153	6,841	7,536

- B. The following table presents the non-current assets by geographical location of the assets (*):

	As of December 31	
	2025	2024
	\$ millions	\$ millions
Israel	5,036	4,855
Europe	1,660	1,518
North America	419	450
Asia	493	435
South America	436	389
Other	5	5
Total assets	8,049	7,652

* Mainly consist of property, plant and equipment, intangible assets and non-current inventories.

Note 29 – Information on the Basis of Geographic Regions (Cont.)

C. The following table presents the distribution of ICL's sales by geographical location of the customer

	For the year ended December 31					
	2025		2024		2023	
	\$ millions	%	\$ millions	%	\$ millions	%
Brazil	1,325	19	1,228	18	1,530	20
USA	1,244	17	1,176	17	1,262	17
China	1,175	16	1,068	16	1,059	14
United Kingdom	352	5	317	5	428	6
Germany	289	4	315	5	340	5
Spain	326	5	301	4	348	5
Israel	309	4	285	4	274	4
France	261	4	256	4	254	3
India	239	3	197	3	196	3
Italy	155	2	138	2	149	2
All Others	1,478	21	1,560	22	1,696	21
	7,153	100	6,841	100	7,536	100

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 29 – Information on the Basis of Geographic Regions (Cont.)

- D. The following table presents a breakdown of the sales of ICL's operating segments based on the geographical location of the customer

	Industrial products	Potash	Phosphate solutions	Growing solutions \$ millions	Other activities	Reconciliations	Total consolidated
For the year ended December 31, 2025							
Europe	385	511	512	771	144	(137)	2,186
Asia	403	390	721	270	17	(34)	1,767
South America	21	423	342	651	–	(4)	1,433
North America	391	175	574	206	3	(4)	1,345
Rest of the world	54	215	184	165	19	(215)	422
Total	1,254	1,714	2,333	2,063	183	(394)	7,153
For the year ended December 31, 2024							
Europe	391	478	542	731	128	(147)	2,123
Asia	438	352	613	249	31	(19)	1,664
South America	21	402	307	627	–	(4)	1,353
North America	329	202	567	170	3	(4)	1,267
Rest of the world	60	222	186	173	19	(226)	434
Total	1,239	1,656	2,215	1,950	181	(400)	6,841
For the year ended December 31, 2023							
Europe	432	624	613	746	126	(209)	2,332
Asia	361	539	587	257	30	(30)	1,744
South America	25	524	368	753	-	(5)	1,665
North America	349	260	614	138	2	(12)	1,351
Rest of the world	60	235	168	179	14	(212)	444
Total	1,227	2,182	2,350	2,073	172	(468)	7,536

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 30 – Related and Interested Parties

A. Benefits to key management personnel (including directors)

Benefits in respect of employment of key management personnel (including directors) include:

	For the year ended December 31					
	2025		2024		2023	
	No. of persons	\$ millions	No. of persons	\$ millions	No. of persons	\$ millions
Remuneration and short-term						
employee benefits (1)	1	2.0	1	1.8	1	1.6
Share-based payments (2)	1	2.2	1	0.4	1	1.1
		<u>4.2</u>		<u>2.2</u>		<u>2.7</u>

(1) For additional details – see Section G below.

(2) Regarding options that were granted by ICL to Yoav Doppelt, the CEO of the Company who also serves as the Chairman of the Board of Directors of ICL – see Note 19 above. Regarding options for shares of investees held by the Company that were granted to Yoav Doppelt, the CEO of the Company – see Note 17I, above.

(3) On June 30, 2024, the Company acquired from the CEO 6,496 shares of ICL that derived from exercise of ICL options he held, in the aggregate amount of about NIS 105 thousand.

Benefits in respect of directors not employed by the Company (Included in general and administrative expenses and not included in the table B below):

	For the year ended December 31					
	2025		2024		2023	
	No. of persons	\$ millions	No. of persons	\$ millions	No. of persons	\$ millions
Directors that are not employed	*9	<u>0.7</u>	8	<u>0.6</u>	8	<u>0.6</u>

* The Board of Directors consists of eight directors. During December 2025, one director was replaced.

B. Transactions with interested and related parties:

	Year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Sales	-	-	1
Operating expenses	-	10	7
General and Administrative expenses	1	1	1
Financing income, net	<u>(11)</u>	<u>(16)</u>	<u>(8)</u>

Note 30 – Related and Interested Parties (cont.)

C. Balances with related and interested parties:

	December 31			
	2025			2024
	Bank Mizrahi group	Other interested and related parties	Total interested and related parties	Total interested and related parties
	\$ millions	\$ millions	\$ millions	\$ millions
Cash and cash equivalents	5	-	5	18
Short-term deposits and loans	131	-	131	119
Other short-term receivables	3	-	3	1
Other current liabilities*	-	-	-	1

* In 2024, the balance includes transactions of ZIM Integrated Shipping Services Ltd., which is not a related party starting from the end of December 2024.

D. Regarding indemnification and liability insurance of officers – see Note 18.C.1.

E. In December 2017, Bazan (As of February 2023, the Company no longer holds any shares of Bazan) and OPC (a public company controlled by the Company's controlling shareholder) and ICL each signed an agreement for supply of natural gas with Energean. Pursuant to the agreement between ICL and Energean, ICL will be entitled to acquire a quantity of up to 13 billion cubic meters of natural gas, over a period of 15 years, with a value of about \$1.8 billion. For additional details – see Note 18C(2).

F. From time to time, the Group contracts, in the ordinary course of business and on market terms, with Mizrahi Bank for execution of a range of bank transactions.

G. Until July 1, 2022, the Company and ICL were parties to a management services agreement, pursuant to which the Company was entitled to annual management fees of \$1 million plus VAT. As of July 1, 2022, the management services agreement was terminated by mutual agreement.

In connection with the termination of the agreement, the remuneration of the Company's CEO was revised, and as of July 2022, the CEO became entitled to approximately half of the remuneration paid by ICL in respect of his service as Chairman of the Board of Directors of ICL (prior to the change, the Company bore most of such remuneration).

From July 2022 onward, directors who are officers of the Company (except for Mr. Yoav Doppelt, the Company's CEO) are paid directors' remuneration in cash, in accordance with the remuneration paid to directors. The Company's Chief Financial Officer requested that the directors' fees to which he is entitled be assigned and paid to the Company, or alternatively be paid to him directly, in accordance with the Company's instructions.

Note 31 – Financial Instruments

A. General

The Group has extensive international activity wherein it is exposed to credit, liquidity and market risks (including currency, interest, inflation and other price risks). In order to reduce the exposure to these risks, the Group holds derivative financial instruments, (including forward transactions, SWAP transactions, and options) for the purpose of reducing the exposure to foreign currency risks, commodity price, energy and marine transport risks, and interest risks. The Group holds derivative financial instruments to hedge the risk in respect of changes in the cash flows of loans and debentures issued, where part of such instruments constitutes accounting hedges. In addition, the Group holds derivative financial instruments to reduce the exposure to currency risk that are accounted for as hedge instruments as part of application of fair value hedge accounting.

The transactions in derivatives are executed with large Israeli and non-Israeli financial institutions, and therefore the Group's management believes the credit risk in respect thereof is low.

This Note presents information regarding the Group's exposure to each of the above risks, and the Group's objectives, policies and processes for measuring and managing the risk.

Set forth below is the composition of the derivatives:

	As of December 31	
	2025	2024
	\$ millions	
Derivatives presented as part of current assets		
Derivatives on interest and currencies used for hedging	27	4
Derivatives on interest and currencies used for economic hedging	22	12
Total	49	16
Derivatives presented as part of non-current assets		
Derivatives on interest and currencies used for hedging	79	4
Total	79	4
Derivatives presented as part of current liabilities		
Derivatives on interest and currencies used for hedging	4	12
Derivatives on interest and currencies used for economic hedging	1	11
Total	5	23
Derivatives presented as part of non-current liabilities		
Derivatives on interest and currencies used for hedging	-	19
Total	-	19

B. Risk management process

The risk management of the Group companies is executed by them as part of the ongoing current management of the companies. The Group companies monitor the extent of the exposure on a regular basis and protection (hedging) against the various risks described below. The hedge policies with respect to all the different types of exposures are discussed by the boards of directors of the companies.

The comprehensive responsibility for establishing the base for the Group's risk management and for supervising its implementation lies with the boards of directors of the companies. The Board of Directors appointed the Company's CFO to manage the risks of the Company and of the Headquarters Companies. The Finance Committees of the Company and of ICL receive reports every quarter and discuss the risk management of the companies, as part of the discussion of the quarterly results, as a control over application of the policies and for purposes of updating them, if necessary. The managements of the companies apply the policies determined while making reference to the actual developments and the expectations in the various markets.

The Audit Committee of the Board of Directors, in accordance with the work plan determined from time to time, also supervises Management's monitoring of compliance with the Company's risk management policies and procedures.

Note 31 – Financial Instruments (cont.)**C. Credit risk****(1) General****(a) Customer credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counter party to a financial asset fails to meet its contractual obligations, and it arises mainly from the Group's receivables from customers and other receivables as well as from investments in securities.

ICL sells to a wide range and large number of customers, including customers with materials credit balances. On the other hand, ICL does not have a concentration of sales to individual customers.

ICL has a regular policy of ensuring the credit risk of its customers by means of purchasing credit insurance from insurance companies, other than sales to governmental agencies and sales in small amounts. Most of all other sales are executed only after receiving of approval of coverage in the necessary amount from an insurance company or other collaterals of a similar level. Part of the Brazilian companies are using uninsured model based on self-disclosure underwriting, with a local collateral structure and credit committee policy.

The use of an insurance company, as aforementioned, ensures that the credit risk is managed professionally and objectively by an expert external party and transfers most of the credit risk to third parties.

Nevertheless, the common deductible in credit insurance is 10% (even higher in a small number of cases), thus ICL is still exposed to part of the risk, out of the total.

In addition, ICL has an additional deductible cumulative annual amount of approximately \$6 million through a wholly owned captive re insurance company of ICL.

Most of ICL's customers have been trading with ICL for many years and only rarely have credit losses been incurred by ICL. The financial statements include specific allowance for doubtful debts, that appropriately reflect, in ICL's management opinion, the credit loss in respect of accounts receivables which are considered doubtful.

(b) Credit risks in respect of deposits

The Group companies deposit the balance of their liquid financial assets in bank deposits and in securities. All the deposits are with a diversified group of leading banks, with an appropriate spread among them, preferably with banks that provide loans to the group companies.

(2) Exposure to credit risk

The carrying value in the books of the financial assets represents the maximum credit exposure. The maximum exposure to the credit risk as of the date of the report is as follows:

	As of December 31	
	2025	2024
	\$ millions	\$ millions
Cash and cash equivalents	524	618
Short-term investments and deposits	693	706
Trade receivables	1,365	1,260
Other receivables	60	41
Derivatives	128	20
Other non-current assets	19	20
	2,789	2,665

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 31 – Financial Instruments (Cont.)

C. Credit risk (Cont.)

(2) Exposure to credit risk (Cont.)

The maximum exposure to credit risk for trade receivables, as of the date of the report, by geographic region was as follows:

	As of December 31	
	2025	2024
	\$ millions	\$ millions
Europe	341	310
North America	189	187
South America	413	390
Asia	311	278
Israel	89	75
Other	22	20
	1,365	1,260

(3) Aging of debts and impairment losses

Set forth below is an aging of the trade receivables:

	As of December 31, 2025		As of December 31, 2024	
	Gross	Impairment	Gross	Impairment
Not past due	1,246	(4)	1,150	1
Past due up to 3 months	88	(1)	79	(1)
Past due 3–12 months	25	(6)	35	(5)
Past due over 12 months	44	(27)	22	(21)
	1,403	(38)	1,286	(26)

The movement in the allowance for doubtful accounts during the year was as follows:

	2025	2024
	\$ millions	\$ millions
Balance as of January 1	26	13
Additional allowance	10	16
Change due to translation difference	2	(3)
Balance as of December 31	38	26

D. Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities timely, under both normal and stressed conditions, without incurring unwanted losses.

The Group manages the liquidity risk by holding cash balances, short-term deposits and secured bank credit facilities.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 31 – Financial Instruments (Cont.)

C. Liquidity risk (Cont.)

The following are the contractual maturities of financial liabilities, including estimated interest payments:

	As of December 31, 2025					
	Carrying amount	Contractual cash flow	Up to 1 year	1-2 years	3-5 years	More than 5 years
	\$ millions	\$ millions	\$ millions	\$ millions	\$ millions	\$ millions
Non-derivative financial liabilities						
Credit from banks and others*	489	511	511	-	-	-
Trade payables	1,157	1,157	1,157	-	-	-
Other current liabilities	170	170	170	-	-	-
Debentures, long-term loans and others**	2,948	3,843	683	494	1,199	1,467
Financial liabilities – derivative instruments						
Interest and foreign currency derivatives	5	5	5	-	-	-
	<u>4,769</u>	<u>5,686</u>	<u>2,526</u>	<u>494</u>	<u>1,199</u>	<u>1,467</u>

* Not including current maturities.

** Including current maturities.

	As of December 31, 2024					
	Carrying amount	Contractual cash flow	Up to 1 year	1-2 years	3-5 years	More than 5 years
	\$ millions	\$ millions	\$ millions	\$ millions	\$ millions	\$ millions
Non-derivative financial liabilities						
Credit from banks and others*	326	333	333	-	-	-
Trade payables	1,002	1,002	1,002	-	-	-
Other current liabilities	164	164	164	-	-	-
Debentures, long-term loans and others**	2,741	3,545	379	688	1,149	1,329
Financial liabilities – derivative instruments						
Interest and foreign currency derivatives	42	59	24	13	18	4
	<u>4,275</u>	<u>5,103</u>	<u>1,902</u>	<u>701</u>	<u>1,167</u>	<u>1,333</u>

* Not including current maturities.

** Including current maturities.

Note 31 – Financial Instruments (Cont.)**E. Market risks**

Market risk is the risk that changes in the market price, such as exchange rates of foreign currency, interest rates and prices of equity instruments will impact the fair value of the future cash flows of a financial instrument. In the ordinary course of business, the Group uses derivative instruments for purposes of managing market risks. All such transactions are carried out within the guidelines set by the Boards of Directors of the companies. For the most part, the Group companies enter into hedging transactions for purposes of avoiding economic exposures created by their activities. Part of the transactions entered into do not meet the conditions for recognition as an accounting hedge and, therefore, differences in their fair values are recorded on the statement of income.

(1) Foreign currency risk

The Group's functional currency is the U.S. dollar. The exposures of the Group companies are measured with reference to the changes in the exchange rate of the dollar vis-à-vis the other currencies in which it transacts business.

The Group is exposed to currency risk with respect to sales, purchases, assets and liabilities that are denominated in a currency other than the respective functional currencies of the Group entities. The primary exposure is to the shekel, euro, pound, Chinese yuan, Norwegian krone, Brazilian real and the Turkish lira.

The Group uses foreign currency derivatives, forward exchange contracts and currency options, all in order to hedge against the risk that the final cash flows deriving from the existing assets and liabilities and sales and purchases of goods within the framework of firm or anticipated commitments (based on a budget of up to one year), which are denominated in foreign currency, will be affected by changes in the currency exchange rate.

The Company is exposed to changes in the exchange rate of the dollar against the Norwegian krone in respect of its investment in AKVA and NOAP. From time to time, the Company examines execution of hedging transactions for purposes of reducing the exposure to the risk of a change in the exchange rate of the dollar against the Norwegian krone. The Company enters into forward transactions from time to time for purposes of hedging the exposure, where the said transactions are accounted for using fair value hedge accounting rules.

The Group is exposed to changes in the rate of exchange of the shekel and euro against the dollar in respect of the principal and interest on certain debentures and loans, as well as labor costs, sales and other operating expenses. The Group's risk management strategy is to hedge the changes in the cash flows deriving from liabilities, labor costs and other operating expenses denominated in Israeli Shekels by using derivatives. These exposures are hedged, from time to time, based on an evaluation of the embedded exposure and risks, in line with its risk management strategy.

In view of the above, ICL has designated certain forward contracts and options transactions as cash flow hedge and applies hedge accounting. These instruments hedge portion of labor costs and other operational costs denominated in Israeli shekel and sales denominated in euro, aiming to mitigate the impact of exchange rate fluctuations on ICL's operating income. ICL applies a 1:1 hedging ratio, with potential ineffectiveness considered negligible due to minor timing mismatches between hedged items and the instruments. As of the date of the hedge transaction, the total balance of the hedged instruments amounted to approximately \$340 million.

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 31 – Financial Instruments (Cont.)

E. Market risks (Cont.)

(1) Foreign currency risk (Cont.)

(A) Exposure to foreign currency risks

Linkage terms of monetary balances:

	December 31, 2025							
	Dollar	Unlinked shekel	Euro	British pound	Norwegian krone	Chinese yuan	Brazilian real	Others
	\$ millions							
Non-derivative instruments								
Cash and cash equivalents	259	8	81	1	-	92	62	21
Short-term investments and deposit	651	34	1	-	-	7	-	-
Trade receivables	576	49	247	41	-	64	343	45
Other receivables	16	8	18	3	-	-	6	9
Investments measured at fair value through other comprehensive income	-	-	-	-	76	-	-	-
Other non-current assets	8	-	4	-	-	-	6	1
Total financial assets	1,510	99	351	45	76	163	417	76
Credit from banks and others	397	194	445	17	-	3	9	3
Trade payables	230	525	238	23	-	68	60	13
Other current liabilities	35	33	66	5	-	8	16	3
Debentures and long-term loans	1,113	883	330	7	-	23	9	2
Other non-current liabilities	1	-	32	-	-	-	-	-
Total financial liabilities	1,776	1,635	1,111	52	-	102	94	21
Total non-derivative financial Instruments, net	(266)	(1,536)	(760)	(7)	76	61	323	55
Derivative instruments								
Forward transactions	-	760	95	11	-	-	44	145
Forward transactions – Accounting hedge	-	340	-	-	-	-	-	-
Cylinder	-	50	57	12	-	-	-	11
Dollar-shekel swaps	-	923	-	-	(60)	-	-	-
Total derivative instruments	-	2,073	152	23	(60)	-	44	156
Net exposure	(266)	537	(608)	16	16	61	367	211

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 31 – Financial Instruments (Cont.)

E. Market risks (Cont.)

(1) Foreign currency risk (Cont.)

(A) Exposure to foreign currency risks (cont.)

Linkage terms of monetary balances (cont.):

	December 31, 2024							
	Dollar	Unlinked shekel	Euro	British pound	Norwegian krone	Chinese yuan	Brazilian real	Others
	\$ millions							
Non-derivative instruments								
Cash and cash equivalents	334	14	20	9	–	151	69	21
Short-term investments and deposit	572	127	1	–	–	6	–	–
Trade receivables	545	37	224	39	–	81	297	37
Receivables and debit balances	6	6	18	2	–	–	5	4
Investments measured at fair value through other comprehensive income	–	–	–	–	53	–	–	–
Other non-current assets	9	1	5	–	–	–	5	–
Total financial assets	1,466	185	268	50	53	238	376	62
Credit from banks and others	278	155	148	12	–	3	6	2
Trade payables	196	408	201	24	–	61	103	9
Other current liabilities	45	38	52	6	–	9	13	1
Debentures and long-term loans	869	721	784	8	–	24	13	3
Other non-current liabilities	7	–	33	–	–	–	–	1
Total financial liabilities	1,395	1,322	1,218	50	–	97	135	16
Total non-derivative financial Instruments, net	71	(1,137)	(950)	–	53	141	241	46
Derivative instruments								
Forward transactions	–	808	177	8	–	–	18	141
Forward transactions – Accounting hedge	–	320	–	–	–	–	–	–
Cylinder	–	–	40	12	–	–	–	5
Dollar-shekel swaps	–	627	–	–	–	–	–	–
Total derivative instruments	–	1,755	217	20	–	–	18	146
Net exposure	71	618	(733)	20	53	141	259	192

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 31 – Financial Instruments (Cont.)

E. Market risks (Cont.)

(1) Foreign currency risk (Cont.)

(B) Terms of derivative instruments used to reduce foreign currency risk

As of December 31, 2025			
	Carrying amount	Stated amount	Average exchange rate
	\$ millions		
Forward contracts			
Dollar / NIS	18	769	3.5
Euro / dollar	-	95	1.1
Dollar / Brazilian real	1	44	5.6
Dollar / pound	-	11	1.3
Euro / pound	(1)	113	1.2
Other	(1)	32	-
Forward contracts – hedge accounting			
Dollar / NIS	21	340	3.5
Dollar / NOK	-	60	10.1
Currency and interest SWAPs			
Dollar / NIS	83	914	3.5
Put options			
Dollar / NIS	2	50	3.5
Euro / dollar	(2)	57	1.1
Dollar / yen	-	11	149.7
Dollar / pound	-	12	1.3
Call options			
Dollar / NIS	-	50	3.5
Euro / dollar	1	57	1.1
Dollar / yen	-	11	149.7
Dollar / pound	-	12	1.3
As of December 31, 2024			
	Carrying amount	Stated amount	Average exchange rate
	\$ millions		
Forward contracts			
Dollar / NIS	(1)	808	3.7
Euro / dollar	2	177	1.1
Dollar / Brazilian real	-	18	6.0
Dollar / pound	-	115	1.2
Euro / pound	-	8	1.2
Euro / Chinese yuan	-	14	7.7
Other	-	12	-
Forward contracts – hedge accounting			
Dollar / NIS	2	320	3.7
Currency and interest SWAPs			
Dollar / NIS	(26)	627	3.7
Put options			
Dollar / NIS	-	-	3.7
Euro / dollar	1	40	1.1
Dollar / yen	-	5	152.0
Dollar / pound	-	12	1.2
Call options			
Dollar / NIS	-	-	3.7
Euro / dollar	-	40	1.1
Dollar / yen	-	5	152.0
Dollar / pound	-	12	1.2

Notes to the Consolidated Financial Statements As of December 31, 2025

Note 31 – Financial Instruments (Cont.)

E. Market risks (Cont.)

(1) Foreign currency risk (Cont.)

(C) Sensitivity analysis

A change at the rate of 5%–10% of the dollar exchange rate against the following currencies would have increased (decreased) the profit or loss and the capital by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis for 2024 is performed on the same basis.

	As of December 31, 2025			
	10% increase	5% increase	5% decrease	10% decrease
	\$ millions			
<u>Non-derivative financial instruments</u>				
Israeli shekel /US dollar	147	70	(72)	(146)
US dollar /euro	111	54	(54)	(111)
US dollar / British pound	(1)	(1)	1	1
US dollar /Norwegian krone	(7)	(4)	4	8

	As of December 31, 2024			
	10% increase	5% increase	5% decrease	10% decrease
	\$ millions			
<u>Non-derivative financial instruments</u>				
Israeli shekel /US dollar	109	56	(58)	(117)
US dollar /euro	(54)	(27)	27	54
US dollar / British pound	(1)	(1)	1	1
US dollar /Norwegian krone	(5)	(2)	3	6

A change at the rate of 5%–10% of the dollar exchange rate against the following currencies would have increased (decreased) the profit or loss and the capital by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis for 2024 is performed on the same basis.

	As of December 31, 2025			
	10% increase	5% increase	5% decrease	10% decrease
	\$ millions			
<u>Derivative financial instruments</u>				
Israeli shekel /US dollar	(189)	(100)	111	234
US dollar/euro	12	7	(4)	(10)
US dollar/Norwegian krone	5	3	(3)	(7)
Other	3	2	(3)	(4)

	As of December 31, 2024			
	10% increase	5% increase	5% decrease	10% decrease
	\$ millions			
<u>Derivative financial instruments</u>				
Shekel/dollar	(151)	(79)	86	182
Dollar/euro	22	11	(10)	(18)
Other	(2)	(1)	1	2

Note 31 – Financial Instruments (Cont.)

E. Market risks (Cont.)

(2) Interest rate risk

The Group has loans bearing variable interests and therefore its financial results and cash flows are exposed to fluctuations in the market interest rates.

From time to time, the Group uses of financial instruments, including derivatives, in order to hedge this exposure. The Group uses interest rate swap and cross currency swaps contracts, mainly in order to reduce the exposure to cash flow risk in respect of changes in interest rates.

(a) Interest rate profile

Set forth below is detail of the type of interest on the Group's non derivative interest-bearing financial instruments:

	As of December 31	
	2025	2024
	Carrying amount	
	\$ millions	\$ millions
Fixed rate instruments		
Financial assets	905	1,246
Financial liabilities	(2,362)	(2,141)
	<u>(1,457)</u>	<u>(895)</u>
Variable rate instruments		
Financial assets	190	72
Financial liabilities	(1,079)	(891)
	<u>(889)</u>	<u>(819)</u>

Note 31 – Financial Instruments (Cont.)

E. Market risks (Cont.)

(2) Interest rate risk

(b) Fair value sensitivity analysis for fixed-rate instruments

Most of the Group's instruments bearing fixed interest are not measured at fair value through the statement of income. Therefore, a changes in the interest rates will not have any impact on the Profit or loss in respect of changes in the value of fixed interest assets and liabilities.

(c) Cash flow sensitivity analysis for variable rate instruments

This analysis below assumes that all other variables, in particular foreign currency rates, remain constant. The analysis for 2024 is performed on the same basis.

		As of December 31, 2025			
		Impact on profit or loss and equity			
		1% decrease in interest	0.5% decrease in interest	0.5% increase in interest	1% increase in interest
		\$ millions	\$ millions	\$ millions	\$ millions
Non-derivative instruments		2	1	(1)	(2)
Derivative instruments		36	18	(17)	(33)
		<u>38</u>	<u>19</u>	<u>(18)</u>	<u>(35)</u>
		As of December 31, 2024			
		Impact on profit or loss and capital			
		1% decrease in interest	0.5% decrease in interest	0.5% increase in interest	1% increase in interest
		\$ millions	\$ millions	\$ millions	\$ millions
Non-derivative instruments		1	1	(1)	(1)
Derivative instruments		15	7	(7)	(13)
		<u>16</u>	<u>8</u>	<u>(8)</u>	<u>(14)</u>

(d) Terms of derivative financial instruments used to hedge interest risk

		As of December 31, 2025			
		Carrying amount (fair value)	Stated amount	Range of maturity date	Interest rate Range
		\$ millions	\$ millions	Years	%
Israeli Shekel					
SWAP contracts from fixed ILS interest to fixed USD interest		19	914	2026-2034	2.2%-5.5%

		As of December 31, 2024			
		Carrying amount (fair value)	Stated amount	Range of maturity date	Interest rate Range
		\$ millions	\$ millions	Years	%
Israeli Shekel					
SWAP contracts from fixed ILS interest to fixed USD interest		(26)	627	2025-2034	2.2%-3.35%

Note 31 – Financial Instruments (Cont.)

F. Fair value

(1) Financial instruments measured at fair value for disclosure purposes only

The carrying amounts in the books of certain financial assets and financial liabilities including cash and cash equivalents, investments, short-term deposits and loans, receivables and debit balances, investments and long-term receivables; short-term credit, payables and other credit balances, long-term loans bearing variable interest and other long term liabilities; as well as derivative financial instruments, corresponds to or approximates their fair values.

The following table details the book value and the fair value of financial instrument groups presented in the financial statements not in accordance with their fair value or approaching the fair value amount.

	As of December 31, 2025		
	Carrying amount	Fair value	Fair value
		Level 1	Level 2
	\$ millions	\$ millions	\$ millions
liabilities			
Marketable debentures (1)	1,685	1,658	-
Non-marketable debentures (2)	47	-	47
Loans bearing fixed interest (3)	379	-	369
	<u>2,111</u>	<u>1,658</u>	<u>416</u>

	As of December 31, 2024		
	Carrying amount	Fair value	Fair value
		Level 1	Level 2
	\$ millions	\$ millions	\$ millions
liabilities			
Marketable debentures (1)	1,495	1,408	-
Non-marketable debentures (2)	47	-	47
Loans bearing fixed interest (3)	337	-	322
	<u>1,879</u>	<u>1,408</u>	<u>369</u>

- (1) The fair value of the marketable debentures is based on the stock market price on the date of the report and is classified as Level 1 in the fair value hierarchy.
- (2) The fair value of the non-marketable debentures is based on calculation of the present value of the cash flows in respect of the principal and the interest and is discounted at the SOFR rate customary in the market for similar loans having similar characteristics and is classified as Level 2 in the fair value hierarchy. The average discount interest as of December 31, 2025, was 6.0% (December 31, 2024 – 6.7%).
- (3) The fair value of the Dollar and Euro loans bearing fixed interest is based on calculation of the present value of the cash flows in respect of the principal and the interest and is discounted at the market interest rates on the measurement date for similar loans having similar characteristics and is classified as Level 2 in the fair value hierarchy. The average discount interest as of December 31, 2024, for the dollar, and euro loans was 5.7%–6% and 4.3%, respectively (December 31, 2024 – the average discount interest for the dollar, and euro loans was 6.7%–6.9% and 4.5%, respectively).

Note 31 – Financial Instruments (Cont.)

F. Fair value (cont.)

(2) Hierarchy of fair value

The following table presents an analysis of the financial instruments measured at fair value, using an evaluation method. The various levels were defined as follows:

- Level 1: Quoted prices (not adjusted) in an active market for identical instruments.
- Level 2: Observed data, direct or indirect, not included in Level 1 above.

As of December 31, 2025			
	Level 1	Level 2	Total
	\$ millions	\$ millions	\$ millions
Assets			
Derivatives used for accounting hedge	-	106	106
Derivatives used for economic hedge	-	22	22
Investments measured at fair value through Other comprehensive income	76	-	76
	<u>76</u>	<u>128</u>	<u>204</u>
Liabilities			
Derivatives used for accounting hedge	-	4	4
Derivatives used for economic hedge	-	1	1
	<u>-</u>	<u>5</u>	<u>5</u>
As of December 31, 2024			
	Level 1	Level 2	Total
	\$ millions	\$ millions	\$ millions
Assets			
Derivatives used for accounting hedge	-	8	8
Derivatives used for economic hedge	-	12	12
Investments measured at fair value through Other comprehensive income	53	-	53
	<u>53</u>	<u>20</u>	<u>73</u>
Liabilities			
Derivatives used for accounting hedge	-	31	31
Derivatives used for economic hedge	-	11	11
	<u>-</u>	<u>42</u>	<u>42</u>

Israel Corporation Ltd.
Separate Financial Information
As of December 31, 2025

Israel Corporation Ltd.
Separate information provided in accordance with Regulation 9C of the Securities Regulations
(Periodic and Immediate Reports), 1970
As of December 31, 2025

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Somekh Chaikin
17 Ha'arba'a Street, PO Box 609
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To the Shareholders of Israel Corporation Ltd.

Dear Sirs and Madams,

Subject: Special independent auditors' report on separate financial data according to Regulation 9C of the Securities Regulations (Periodic and Immediate Reports), 1970

Opinion

We have audited the separate financial data presented in accordance with Regulation 9C of the Securities Regulations (Periodic and Immediate Reports), 1970, of Israel Corporation Ltd. ("the Company") as at December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025 ("the Separate Financial Data").

In our opinion, the Separate Financial Data has been prepared, in all material respects, in accordance with the provisions of Regulation 9C of the Securities Regulations (Periodic and Immediate Reports), 1970.

Basis for Opinion

We conducted our audit in accordance with generally accepted auditing standards in Israel. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Separate Financial Data section of our report. We are independent of the Company in accordance with the applicable legal provisions in Israel regarding independence and conflict of interest of auditors. Additionally, we have fulfilled our other ethical responsibilities in accordance with the Auditors' Law, 1955, and the regulations thereunder. We believe that the audit evidence we have obtained is appropriate and sufficient to provide a basis for our opinion.

Responsibilities of Board of Directors and Management for the Separate Financial Data

The board of directors and management are responsible for the preparation and fair presentation of the Separate Financial Data in accordance with the provisions of Regulation 9C of the Securities Regulations (Periodic and Immediate Reports), 1970, and for such internal control as the board of directors and management determine is necessary to enable the preparation of Separate Financial Data that is free from material misstatement, whether due to fraud or error.



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In preparing the Separate Financial Data, the board of directors and management are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the board of directors and management either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Separate Financial Data

Our objectives are to obtain reasonable assurance about whether the Separate Financial Data as a whole is free from material misstatement, whether due to fraud or error, and to issue a special auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Israel will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Separate Financial Data.

As part of an audit in accordance with generally accepted auditing standards in Israel, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Separate Financial Data, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is appropriate and sufficient to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors and management.
- Conclude on the appropriateness of the use by the board of directors and management of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as



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a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our special auditors' report to the related disclosures in the Separate Financial Data or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our special auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Separate Financial Data, including the disclosures, and whether the Separate Financial Data has been prepared, in all material respects, in accordance with the provisions of Regulation 9C of the Securities Regulations (Periodic and Immediate Reports), 1970.

We communicate with the board of directors and management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Somekh Chaikin
Certified Public Accountants (Isr.)

Tal Aviv

March 25, 2026

Separate Financial Information as of December 31, 2025

Information on Financial Position

		December 31	
		2025	2024
	Note	\$ millions	\$ millions
Current Assets			
Cash and cash equivalents	3.A	233	239
Short-term deposits	3.A	435	591
Derivative instruments		6	-
Receivables and other debit balances		9	8
Total current assets		683	838
Non-current assets			
Investments in investee companies	4	2,574	2,380
Investment measured at fair value through other comprehensive income		76	53
Loans to wholly-owned subsidiaries	4	284	254
Other assets		10	6
Derivative instruments		26	1
Property, plant and equipment		-	1
Total non-current assets		2,970	2,695
Total assets		3,653	3,533

The additional information attached to the separate-company data is an integral part thereof.

Separate Financial Information as of December 31, 2025

		December 31	
		2025	2024
	Note	\$ millions	\$ millions
Current liabilities			
Current maturities of non-current liabilities	3.B	142	170
Payables and other credit balances		9	8
Derivative instruments		1	9
Total current liabilities		152	187
Non-current liabilities			
Long-term loans and debentures	3.B	487	513
Derivative instruments		-	15
Long-term balances		2	2
Total non-current liabilities		489	530
Total liabilities		641	717
Equity			
Non-controlling interests			
Share capital and premium		326	326
Capital reserves		(148)	(270)
Capital reserve in respect of transactions with controlling shareholder		190	190
Treasury shares		(33)	(33)
Retained earnings		2,677	2,603
Equity attributable to the Company's shareholders		3,012	2,816
Total liabilities and equity		3,653	3,533

Aviad Kaufman
Chairman of the Board of Directors

Yoav Doppelt
CEO

Sagi Kabla
CFO

Date of approval of the financial statements: March 25, 2026

The additional information attached to the separate-company data is an integral part thereof.

Separate Financial Information as of December 31, 2025

Statements of Income for the Year Ended December 31

	2025 \$ millions	2024 \$ millions	2023 \$ millions
General and administrative expenses	11	9	10
Other expenses (income), net	(1)	1	–
Operating loss	(10)	(10)	(10)
Financing expenses	88	43	70
Financing income	(90)	(52)	(72)
Financing income, net	(2)	(9)	(2)
Profit (loss) from investee companies	92	176	282
Income before taxes on income	84	175	274
Taxes on income (tax benefit)	(3)	(15)	1
Net income for the year attributable to the Company's shareholders	87	190	273

The additional information attached to the separate-company data is an integral part thereof.

Separate Financial Information as of December 31, 2025

Statements of Comprehensive Income for the Year Ended
December 31

	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Net income for the year attributable to the Company's shareholders	87	190	273
Components of other comprehensive income (loss) that after their initial recognition in comprehensive income were or will be transferred to the statement of income			
Effective portion of the change in fair value of cash flow hedges	47	(7)	(24)
Net change in fair value of cash flow hedges transferred to the statement of income	(55)	8	27
Other comprehensive income (loss) in respect of investee companies, net	109	(103)	44
Total	101	(102)	47
Components of other comprehensive income (loss) that will not be transferred to the statement of income			
Net change in investment measured at fair value through other comprehensive income	23	–	2
Net change of fair-value hedge in respect of investments measured at fair value through other comprehensive income	(2)	–	–
Other comprehensive income in respect of investee companies, net	2	11	11
Total	23	11	13
Total other comprehensive income (loss) for the year, net of tax	124	(91)	60
Total comprehensive income for the year attributable to the Company's owners	211	99	333

The additional information attached to the separate-company data is an integral part thereof.

Separate Financial Information as of December 31, 2025

Statements of Cash Flows for the Year Ended December 31

	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Cash flows from operating activities			
Net income for the year attributable to the Company's shareholders	87	190	273
Adjustments:			
Financing income, net	(2)	(9)	(2)
Share in income of investee companies, net	(92)	(176)	(282)
Tax on income (tax benefit)	(3)	(15)	1
	(10)	(10)	(10)
Change in receivables and payables	2	1	1
	(8)	(9)	(9)
Income tax paid, net	(1)	-	(1)
Dividend received from investee companies	88	103	200
Net cash provided by operating activities	79	94	190
Cash flows from investing activities			
Short-term deposits, net	168	213	(192)
Other investments	-	(3)	(10)
Investment in investee company accounted for Using the equity method of accounting	(118)	-	-
Net proceeds from sale of shares of associated companies	-	-	2
Collection of long-term loans from investee companies, net	7	7	11
Proceeds from sale of investments	-	-	64
Interest received	35	55	42
Payment in respect of settlement of derivatives used for an economic hedge, net	(6)	(2)	(3)
Net cash provided by (used in) investing activities	86	270	(86)
Cash flows from financing activities			
Repayment of long-term loans and debentures	(130)	(144)	(231)
Dividend paid	(15)	(37)	-
Acquisition of treasury shares	-	(20)	(13)
Interest paid	(26)	(32)	(44)
Payment in respect of settlement of derivatives used for hedging, net	(4)	(10)	(9)
Net cash used in financing activities	(175)	(243)	(297)
Net increase (decrease) in cash and cash equivalents	(10)	121	(193)
Cash and cash equivalents as of the beginning of the year	239	117	312
Effect of exchange rate fluctuations on cash and cash equivalents	4	1	(2)
Cash and cash equivalents as of the end of the year	233	239	117

The additional information attached to the separate-company data is an integral part thereof.

Separate Financial Information as of December 31, 2025**Note 1 – General**

Set forth below is certain financial data derived from the consolidated financial statements of Israel Corporation Ltd. (hereinafter – “the Company”) as of December 31, 2025 (hereinafter – “the Consolidated Financial Statements”), as published as part of the Company’s Periodic Reports, presented on a separate company basis (hereinafter – “the Separate Company Financial Data”).

The Separate Company Financial Data has been prepared and presented in accordance with Regulation 9C (hereinafter – “the Regulation”) and the Tenth Addendum to the Securities Regulations (Periodic and Immediate Reports), 1970 (hereinafter – “the Tenth Addendum”), relating to the presentation of separate company financial data.

The Separate Company Financial Data should be read in conjunction with the Consolidated Financial Statements.

In this separate-company financial data –

- | | | | |
|-----|--------------------|---|--|
| (1) | The Company | – | Israel Corporation Ltd. |
| (2) | ICL | – | ICL Group Ltd. and its subsidiaries. |
| (3) | Subsidiaries | – | Companies, the financial statements of which are fully consolidated, directly or indirectly, with those of the Company. |
| (4) | Investee companies | – | Companies, where the Company’s investment therein is included, directly or indirectly, in the financial statements using the equity basis of accounting. |

Note 2 – Significant Accounting Principles Applied in the Financial Data on a Separate-Company Basis

The material accounting policies set forth in the Consolidated Financial Statements have been applied consistently to all periods presented by the Company in the separate company financial data, including the classification of financial data, subject to the necessary modifications, as described below.

A. Presentation of the financial data**(1) Information on the financial position**

Information on amounts of assets and liabilities included in the consolidated financial statements that are attributable to the Company itself (other than in respect of investee companies), according to categories of assets and liabilities, as well as information regarding the net amount, on the basis of the consolidated financial statements, that is attributable to the Company’s owners, of total assets less total liabilities, in respect of investee companies, including goodwill..

(2) Information on profit or loss and other comprehensive income

Information on amounts of revenues and expenses included in the consolidated financial statements, allocated between income and other comprehensive income, attributable to the Company itself (other than in respect of investee companies), while specifying the categories of revenues and expenses, as well as information regarding the net amount, on the basis of the consolidated financial statements, that is attributable to the Company’s owners, of total revenues less total expenses in respect of the operating results of investee companies, including goodwill impairment, impairment of an investment in an associate or its reversal and impairment of an investment in an equity accounted jointly controlled entity or its reversal.

(3) Information on cash flows

Information on cash flows included in the consolidated financial statements that are attributable to the Company itself (other than in respect of investee companies), based on the consolidated statement of cash flows, classified according to flows from operating activities, investing activities and financing activities with details of their composition. The cash flows from operating activities, investing activities and financing activities in respect of transactions with investee companies are presented separately on a net basis, under the relevant type of activity, in accordance with the nature of the transaction.

Separate Financial Information as of December 31, 2025

Note 2 – Significant Accounting Principles Applied in the Financial Data on a Separate-Company Basis (cont.)

B. Transactions between the Company and Investee Companies

(1) Presentation

Intra-group balances and transactions, and any income and expenses arising from intra-group transactions, which were eliminated in preparing the consolidated financial statements, are presented separately from the balance in respect of investee companies and the profit in respect of investee companies, together with similar balances with third parties.

Unrealized profits and losses arising from transactions between the Company and its investee companies, are presented as part of the balance in respect of investee companies and as part of the profit in respect of investee companies.

(2) Measurement

Transactions between the Company and its subsidiaries were measured according to the recognition and measurement principles provided in International Financial Reporting Standards ("IFRS") with respect to the accounting treatment of transactions of this kind that are executed with third parties.

Note 3 – Financial Instruments

A. Foreign currency risk

(1) Linkage terms of monetary balances

	December 31, 2025			
	New Israeli shekels unlinked	Dollar	Norwegian krone	Total
	\$ millions			
Financial assets:				
Cash and cash equivalents	7	226	-	233
Short-term deposits	34	401	-	435
Other short-term receivables	-	9	-	9
Investment measured at fair value through other comprehensive income	-	-	76	76
Total financial assets	41	636	76	753
Financial liabilities:				
Current maturities of non-current liabilities	126	16	-	142
Other payables and credit balances	-	3	-	3
Debentures and long-term loans	388	99	-	487
Total financial liabilities	514	118	-	632
Derivative instruments:				
Dollar/Shekel SWAP	486	-	(60)	426
Net exposure	13	518	16	547
Loans to wholly-owned subsidiaries*	284	-	-	284

* The repayment dates of the loans to wholly-owned subsidiaries have not yet been determined.

Separate Financial Information as of December 31, 2025

Note 3 – Financial Instruments (Cont.)

A. Foreign currency risk (Cont.)

(1) Linkage terms of monetary balances (Cont.)

	December 31, 2024			
	New Israeli shekels unlinked	Dollar	Norwegian krone	Total
		\$ millions		
Financial assets:				
Cash and cash equivalents	12	227	–	239
Short-term deposits	127	464	–	591
Other short-term receivables	2	6	–	8
Investment measured at fair value through other comprehensive income	–	–	53	53
Total financial assets	141	697	53	891
Financial liabilities:				
Current maturities of non-current liabilities	105	65	–	170
Other payables and credit balances	6	2	–	8
Debentures and long-term loans	446	67	–	513
Total financial liabilities	557	134	–	691
Derivative instruments:				
Dollar/Shekel SWAP	421	–	–	421
Net exposure	5	563	53	621
Loans to wholly-owned subsidiaries*	254	–	–	254

* The repayment dates of the loans to wholly-owned subsidiaries have not yet been determined.

Separate Financial Information as of December 31, 2025

Note 3 – Financial Instruments (Cont.)

B. Non-derivative financial liabilities

(1) Composition

Current liabilities

	December 31	
	2025	2024
	\$ millions	\$ millions
Current maturities of long-term liabilities:		
Loans from financial institutions	-	50
Debentures	142	120
Total current maturities	142	170

Non-current liabilities

	December 31	
	2025	2024
	\$ millions	\$ millions
Debentures	530	583
Loans from financial institutions	99	100
Total long-term liabilities	629	683
Less current maturities	142	170
Total non-current liabilities	487	513

(2) Classification based on currencies and interest rates

	Weighted average interest rate	As of December 31	
	31/12/2025	2025	2024
	%	\$ millions	\$ millions
Non-current liabilities (including current maturities)			
Debentures			
In unlinked Israeli Shekels	2.5	514	551
In Shekels Israeli linked to the Dollar	5.8	16	32
		530	583
Loans from financial institutions			
US Dollar loans bearing variable interest (1)	7.3	99	100
		629	683

(1) The average interest in respect of the dollar liabilities bearing variable interest is determined on the basis of the three-month CME Term SOFR + an average margin of 3.4%.

Separate Financial Information as of December 31, 2025

Note 3 – Financial Instruments (Cont.)

C. Liquidity risk

The following are the contractual maturities of financial liabilities at undiscounted amounts and based on the future rates forecasted at the reporting date, including estimated interest payments. This disclosure excludes the impact of netting agreements:

	As of December 31, 2025					
	Carrying amount	Contractual cash flow	Up to 1 year	1-2 years	2-5 years	More than 5 years
	\$ millions	\$ millions	\$ millions	\$ millions	\$ millions	\$ millions
Non-derivative financial liabilities						
Payables and other credit balances	9	9	9	-	-	-
Debentures	530	567	156	146	265	-
Loans from banks	99	114	7	54	53	-
Derivative instruments						
Derivatives on interest and currency	1	1	1	-	-	-
	639	691	173	200	318	-
As of December 31, 2024						
	Carrying amount	Contractual cash flow	Up to 1 year	1-2 years	2-5 years	More than 5 years
	\$ millions	\$ millions	\$ millions	\$ millions	\$ millions	\$ millions
Non-derivative financial liabilities						
Payables and other credit balances	8	8	8	-	-	-
Debentures	583	634	136	139	306	53
Loans from banks	100	112	58	3	51	-
Derivative instruments						
Derivatives on interest and currency	24	41	10	9	18	4
	715	795	212	151	375	57

Separate Financial Information as of December 31, 2025

Note 3 – Financial Instruments (Cont.)

D. Foreign currency risk

Sensitivity analysis

A change at the rate of 5%–10% of the dollar exchange rate and for 2025 also at the rate of the CPI of the following currencies against the dollar would have increased (decreased) the capital and the profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2024.

As of December 31, 2025				
Impact on income or loss and capital				
10% increase	5% increase	5% decrease	10% decrease	
\$ millions	\$ millions	\$ millions	\$ millions	
<u>Non-derivative financial instruments</u>				
Dollar/Shekel	16	9	(9)	(20)
Dollar/Norwegian krone	(7)	(4)	4	8
<u>Derivative financial instruments</u>				
Dollar/Shekel	(42)	(22)	24	51
Dollar/Norwegian krone	5	3	(3)	(7)

As of December 31, 2024				
Impact on income or loss and capital				
10% increase	5% increase	5% decrease	10% decrease	
\$ millions	\$ millions	\$ millions	\$ millions	
<u>Non-derivative financial instruments</u>				
Dollar/Shekel	13	7	(7)	(15)
Dollar/Norwegian krone	(5)	(2)	3	6
<u>Derivative financial instruments</u>				
Dollar/Shekel	(37)	(19)	21	45

- E. The Company does not have significant exposure to CPI risk. For details regarding the Group's exposure to interest risk –please see Note 31E to the consolidated financial statements.

Separate Financial Information as of December 31, 2025

Note 4 - Material relationships, commitments and transactions with investee companies

Profit (loss) from investee companies, net, includes the Company's share in the profit (loss) of subsidiaries and associated companies.

(A)

	For the year ended December 31		
	2025	2024	2023
	\$ millions	\$ millions	\$ millions
Dividends from investee companies	88	103	200

Subsequent to the reporting date, on February 17, 2026, the Board of Directors of ICL resolved to declare a dividend in the amount of \$60 million, equivalent to approximately \$0.05 per share. The dividend will be paid subsequent to the reporting date on March 25, 2026. The Company's and the investee companies' share of the dividend is approximately \$26 million.

- (B) Wholly-owned investee companies have issued capital notes to the Company. As of the date of the report, the capital notes, in the amount of about \$284 million, are unlinked shekel capital notes that do not bear interest.
- (C) The Company receives a dollar dividend declared by ICL and that is paid partly in NIS, according to the exchange rate on the effective date. Occasionally, the Company enters into a short-term hedging transaction with ICL in order to hedge the exposure to changes in the dollar/shekel exchange rate. The dividend is paid to the Company based on the exchange rate on the effective date.
- (D) For additional information regarding investee companies and other investments – please see Notes 7, 8 and 9 to the consolidated financial statements.



israel corp

***Additional Information on
the Company
for the Year 2025***

Additional Details on the Company for 2025

Name of Company: **Israel Corporation Ltd.**

Company Registration No.: Public Company No. 52-0028010

Address: 23 Aranha St., Millennium Tower, Tel Aviv

Telephone: 03-6844517

Balance Sheet Date: December 31, 2025

Report Publication Date: March 25, 2026

**Securities Law, 5728-1968
Securities Regulations (Periodic and Immediate Reports), 5730-1970
Additional Details on the Company for 2025
(In accordance with the aforementioned Regulations)**

Regulation:

9D. Report on Total Liabilities by Maturity Dates

A Report on the total liabilities by maturity dates is attached by reference to the immediate report on the total liabilities by maturity dates (Form T-126), which is being published concurrently with this report.

10A. Summary of Quarterly Profit and Loss Statements for 2025

For a summary of quarterly profit and loss statements for 2025, see the Company's Board of Directors Report for 2025.

10C. Use of Securities Proceeds in Relation to Target Uses as per the Prospectus

During the Reporting Period, the Company did not issue securities to the public.

11A. List of Investments in Material Subsidiaries and Associated Companies^[1]

The Company's investments as of December 31, 2025, in material subsidiaries and associated companies, including loan balances in the adjusted balance sheet and their principal terms, are as follows:

							Holding Percentage				
Company Name	Stock Exchange Share No.	Type of Share	Number of Shares	Total Par Value	Adjusted Cost ^[3]	Adjusted Book Value ^[4]	Securities	In Capital ^[5]	In Voting Rights	In Authority to Appoint Directors	Market value on Balance Sheet Date
Companies Traded on the Stock Exchange					<u>USD millions</u>	<u>USD millions</u>		<u>%</u>	<u>%</u>		<u>NIS</u>
ICL ^[2]	281014	NIS 1			266	1,333	-	21.24	21.24	-	18.3
H.L. Management and Consulting (1986) Ltd.	-	-	-	-	9	(94)	-	100	100	-	-
H.L. (Holdings-ICL) Ltd.	-	-	-	-	76	767	-	100	100	-	-
H.L. Procurement ICL (1998) Ltd.	-	-	-	-	-	349	-	100	100	-	-
H.L. (Kislev, 1998) Ltd.	-	-	-	-	-	106	-	100	100	-	-

[1] The Company has additional holdings that are not material.

[2] Direct holdings only. Additional ICL shares are held through wholly owned subsidiaries of the Company (for the Company's total holding percentage, including through such subsidiaries, in ICL, see Section 1.7 of this Report)

[3] Nominal investment amounts translated into dollars according to the exchange rate on the investment date.

[4] Book value balance.

[5] With respect to traded companies, registered share capital for trading.

11B. List of Investments in Material Subsidiaries and Associated Companies - Continued

The Company's investments as of December 31, 2025, in material subsidiaries and associated companies, including loan balances in the adjusted balance sheet and their principal terms, are as follows:

	Long-Term Loans	
Company Name	Amount in USD (millions)	Terms
H.L. Procurement ICL (1998) Ltd.	104	Unlinked NIS capital notes
H.L. Management and Consulting (1986) Ltd.	94	Unlinked NIS capital notes
H.L. (Kislev, 1998) Ltd. ^[1]	84	Unlinked NIS capital notes

[1] In 2025, Kislev repaid approximately \$7 million.

12. Changes in Investments in Material Subsidiaries and Associated Companies as of December 31, 2025

During the reporting period, there were no changes in investments in material subsidiaries and associated companies.

13. Revenues of Material Subsidiaries and Associated Companies and the Company's Revenues Therefrom

(According to their financial statements) (in USD millions)			Income Received or Accrued by the Date of this Report			Income Received or Accrued after the Date of this Report		
Company Name	Profit Before Tax	Profit After Tax Attributable to Company Shareholders	Management Fees	Dividend	Interest and Exchange/Linkage Differentials	Management Fees	Dividend	Interest and Exchange/Linkage Differentials
H.L. (Holdings-ICL) Ltd.	28	28	-	28	-	-	7	-
H.L. Procurement ICL (1998) Ltd.	15	15	-	12	-	-	4	-
H.L. (Kislev, 1998) Ltd.	7	7	-	0.4	-	-	-	-
ICL (*)	441	226	-	48	-	-	13	-

(*) An officer of the Company, who also serves as a director of ICL, is entitled to receive directors' fees from ICL, which are assigned to the Company. For details, see Note 13 to Regulation 21 in this chapter below.

14. Trading on the Stock Exchange - Securities Registered for Trading / Suspension of Trading during the Reporting Year - Dates and Reasons

On June 11, 2025, the Company published a shelf prospectus dated June 11, 2025 (Reference No. 2025-01-041714); On January 22, 2025, 2 ordinary shares were registered for trading out of the Company's issued and paid-up share capital, which had previously been held by registered holders in the Company's Shareholders' Register. For details, see immediate report dated January 22, 2025 (Reference No.: 2025-01-006175); On June 5, 2025, employee and officer options were exercised into ordinary shares, For details, see the Company's immediate report dated June 5, 2025 (Reference No.: 2025-01-040430). On June 30, 2025, partial repayments were made in respect of debentures (Series 14), such that the outstanding balance of the debentures of this series amounted to NIS 867,000,000. For further details, see the Company's immediate report dated June 30, 2025 (Reference No.: 2025-01-046800); On July 31, 2025, partial repayments were made in respect of debentures (Series 15), such that the outstanding balance of the debentures of this series amounted to NIS 675,000,000. For further details, see the Company's immediate report dated July 31, 2025 (Reference No.: 2025-01-057001); On September 30, 2025, partial repayments were made in respect of debentures (Series 12), such that the outstanding balance of the debentures of this series amounted to NIS 110,710,200. In addition, partial repayments were made in respect of debentures (Series 13), such that the outstanding balance of the debentures of this series amounted to NIS 57,453,800. For further details, see the Company's immediate report dated September 30, 2025 (Reference No.: 2025-01-073055). On November 24, 2025, officer options were exercised into ordinary shares. For details, see the Company's immediate report dated November 24, 2025 (Reference No.: 2025-01-091301).

21. Compensation of Senior Officers

(a) The following is a breakdown of the compensation that was paid: (1) to each of the five highest-compensated individuals among the senior officers of the Company or of companies controlled by the Company, granted in connection with their service at the Company or such controlled companies; and (2) to additional senior officers with the highest compensation at the Company, where such compensation was granted in connection with their service at the Company itself, including details regarding compensation to interested parties in the Company (see also Section (b) below):

Details of Recipients				Compensation for Services (in NIS thousands)			Total Compensation from the Company or Controlled Companies (in NIS thousands)
Name	Position	Scope of Position	Percentage of Holding in the Corporation's Capital	Salary (Gross Annual Cost)	Bonus	Share-Based Payment	
Elad Aharonson (2)(3)(7)(8)	President and CEO of ICL	100%	-	6,857	2,726	9,312	18,895
Yoav Doppelt ⁽¹⁾	CEO of the Company ⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾ Active Chairman of the Board at ICL ⁽¹⁾⁽²⁾⁽⁸⁾	100%	-	2,225	1,329	2,081*	14,557
				1,952	1,312	5,658**	
Uri Perelman (2)(4)(7)(8)	EVP, Chief Corporate BD Officer	100%		2,781	870	2,657	6,308
Aviram Lahav ⁽²⁾⁽⁵⁾⁽⁸⁾	Chief Financial Officer (CFO), ICL	100%		2,285	1,145	2,265	5,695
Raviv Zoller (2)(6)(8)	Former President and CEO of ICL	100%		4,559	-	482	5,041
Sagi Kabla ⁽⁹⁾⁽¹²⁾	CFO of the Company	100%		2,164	960	279 715*	4,118
Maya Alcheh-Kaplan ⁽⁹⁾⁽¹³⁾	VP, General Counsel and Company Secretary	100%		2,138	971	279 715*	4,103

(*) Options for Prodalim shares.

(**) As of the date of the report, the ICL options granted to the Company's CEO are substantially out of the money, as their exercise price exceeds the share price of ICL's ordinary shares as of the date of the report. For details regarding payments to the Company's directors, see Section (c) of this Regulation below.

(a) Notes Regarding Officers at ICL Included in the Table¹:

- (1) Compensation of the Active Chairman of ICL's Board of Directors: As of March 6, 2025, at an extraordinary general meeting of ICL shareholders, the shareholders approved the renewal of Mr. Doppelt's compensation terms as Active Chairman of ICL's Board of Directors (Executive Chairman) for a period of three years until March 5, 2028, following approval of said terms by ICL's Human Resources and Compensation Committee on December 31, 2024, and January 6, 2025, and by ICL's Board of Directors on January 9, 2025. The renewed terms are essentially similar to those that were in effect from July 1, 2022 until March 6, 2025, which were approved by ICL's shareholders at the Annual General Meeting held on March 30, 2022, following approvals by the HR & Compensation Committee and the Board of Directors on January 31, 2022 and February 8, 2022, respectively (referred to below as the "2022 terms"). The principal updates to the 2022 terms include an inflation-based adjustments of the amounts approved in 2022 through the present date, the introduction of a mechanism linking all compensation components going forward to the Israeli consumer price index (CPI), and an additional update to Mr. Doppelt LTI, consistent with the adjustments made in grants awarded to other senior executives at ICL in 2024. The renewed terms, effective as of March 6, 2025, are as follows:
1. The Annual employment cost is: NIS 1,963,000 (approximately \$615,360), which reflects the annual fixed employment cost of NIS 1.8 million (approximately \$564,263) amount under the 2022 terms, as adjusted for inflation since July 2022, of which the Annual Base Salary amounts to NIS 1.68 million (approximately \$0.53 million).
 2. Short-term incentive ("STI"): Annual cash bonus, according to the STI formula for the Active Chairman of ICL's Board of Directors as specified in the Company's compensation policy. Mr. Doppelt's STI target, which was also the maximum annual bonus cap, could not exceed a total of NIS 1,309,300 (approximately \$410,439) per year, which reflects the maximum potential payout of NIS 1.2 million (approximately \$0.38 million) under the 2022 terms, adjusted for inflation since then. As of December 31, 2025, following further adjustments to the CPI, the target STI and the maximum potential STI payout for a full year are NIS 1.34 million (approximately \$0.42 million), while the pro-rated for the 2022 terms and the renewed terms target STI and the maximum potential STI payout for 2025 are NIS 1.31 million (approximately \$0.41 million). For details regarding Mr. Doppelt's STI formula and the STI bonus he received for 2025, see below "STI - Annual Bonus Component."
 3. Termination arrangement: Remained unchanged from the 2022 terms, under which in the event of termination of Mr. Doppelt's employment as Active Chairman of ICL's Board of Directors, Mr. Doppelt is entitled to six months of adjustment period and six months of advance notice period, during both of which he will be entitled to all of the compensation terms, including payment of the annual STI bonus and continued vesting of existing capital compensation plans (long-term incentive - "LTI").
 4. Other benefits: Mr. Doppelt is entitled to additional cash and non-cash benefits, similar to those provided to senior executives at ICL, including, but not limited to, pension and severance pay, life insurance (risk), annual vacation days (and redemption of accrued

¹ All of the details set forth under "Notes Regarding Officers at ICL" were provided to the Company by ICL. For additional details regarding compensation of ICL's officers, see Section 6B of ICL's Periodic Report for 2025 included in the Company's immediate report dated March 11, 2026 (Reference No.: 2026-01-021898), incorporated herein by reference ("ICL's Periodic Report").

vacation days), sick leave quota, recuperation days and the reimbursement of expenses, as well as exemption, insurance and indemnification arrangements that apply to ICL's officers. All of Mr. Doppelt's compensation components at ICL, including base salary and STI, are subject to periodical adjustment according to increases in the Consumer Price Index, where the base index is the January 2025 index, published on February 15, 2025, subject to the maximum amounts for each compensation component as set forth in ICL's compensation policy.

5. Long-term incentive ("LTI"): On March 6, 2025, Mr. Doppelt was granted a three-year LTI bonus for the years 2025-2027, in the form of options to purchase 1,973,684 ordinary shares of ICL, at an exercise price of NIS 21.5 (\$6.74) per share (or exercisable on a "cashless" basis according to a customary "net exercise" formula), with a total value of NIS 11.25 million (approximately \$3.5 million), or NIS 3.75 million (approximately \$1.2 million) per vesting annum. For details regarding ICL's equity-based compensation plans, see Note 19 to ICL's audited financial statements as included in ICL's Periodic Report.

Prior to that, on March 30, 2022, Mr. Doppelt was granted a three-year LTI bonus for the years 2022-2024, in the form of options to purchase 1,055,100 ordinary shares, at an exercise price of NIS 35.7 (\$11.1) per share (or exercisable on a "cashless" basis according to a customary "net exercise" formula), with a total value of NIS 9 million (approximately \$2.8 million), or NIS 3 million (approximately \$0.94 million) per vesting year. For details regarding the Company's equity-based compensation plans, see Note 19 to ICL's audited financial statements included in ICL's Periodic Report.

Equity-Based Grants (LTI) to the Active Chairman of ICL's Board of Directors:

Year of Grant	Date of Grant	Type of Security	Approval Dates by ICL Corporate Bodies	Value of Grant (NIS) ⁽⁵⁾	Number of Securities Granted to Director	Expiration Date
2022-2024 ⁽¹⁾⁽²⁾	March 30, 2022	Options	Human Resources and Compensation Committee – January 31, 2022, and February 6, 2022; Board of Directors – February 8, 2022; Shareholders (Annual General Meeting) – March 30, 2022.	9 million (2.8 million \$)	1,055,100	March 30, 2027
2025-2027 ⁽³⁾⁽⁴⁾	March 6, 2025	Options	Human Resources and Compensation Committee – December 31, 2024, and January 6, 2025; Board of Directors – January 9, 2025; Shareholders (Special General Meeting) – March 6, 2025.	11.25 million (3.5 million \$)	1,973,684	March 6, 2030
Vesting Dates						
The options will vest in three equal installments over three years from the grant date. The vesting of the options will be fully accelerated in the event of the termination of Mr. Doppelt's service within 12 months from the date of a change of control (as defined in the Compensation Plan), except in the case of termination for cause.						

1. The equity-based grants are made in accordance with ICL's Equity-Based Compensation Plan (2014), as amended in June 2016.

2. As of a date proximate to the date of this Report, the exercise price of each option in this grant is NIS 34.71.
3. The equity-based grants are made in accordance with ICL's Equity-Based Compensation Plan (2024).
4. As of a date proximate to the date of this Report, the exercise price of each option in this grant is NIS 21.13.
5. Translated at the US dollar exchange rate as of December 31, 2025.

(2) According to information provided by ICL:

1. The salary and related components column in the table above includes the following components: base salary, customary social benefits, customary social and related contributions, company car, and reimbursement of telephone expenses. The compensation is in accordance with ICL's previous compensation policy as well as ICL's new compensation policy.
2. Annual bonuses (short-term incentive - STI) for officers for 2025, including officers with the highest compensation in 2025 (who are included in the table above), were approved by ICL's Human Resources and Compensation Committee and the Board of Directors February 15, 2026, and February 17, 2026, respectively.
3. The expense in respect of equity-based compensation payment is calculated in accordance to generally accepted accounting standards (IFRS) and is recognized in the Company's profit and loss statement over the vesting period of each installment. The amounts presented in this column represent the expense recorded in ICL's financial statements for the year ended December 31, 2025, with respect to equity-based compensation granted to the officer. For details regarding ICL's equity-based compensation plans, see Note 19 to ICL's audited financial statements as included in ICL's Periodic Report.

Summary of the Employment Terms of the Officers with the Highest Compensation at ICL (who appear in the table above), based on information provided by ICL:

Officer

- (3) **Elad Aharonson** On March 6, 2025, ICL's shareholders approved Mr. Aharonson's compensation terms as ICL new President and Chief Executive Officer, following approvals by the HR & Compensation Committee on December 31, 2024 and January 6, 2025, and by the Board of Directors on January 9, 2025. Mr. Aharonson's compensation terms, as of December 31, 2025 (and effective as of March 13, 2025, the date of his commencement of service as President and Chief Executive Officer), were as follows:
 - Base Salary:
 - An annual gross base salary of NIS 2,875,560 (approximately \$901,429), adjusted for increases in the CPI since March 6, 2025.
 - Perquisites In accordance with the ICL's Compensation Policy, the CEO's perquisites for the reporting period totaled ~NIS 0.31 million (approximately \$97,563). This amount includes provisions for a company car and related gross-ups, reimbursement of telephone expenses, communication allowances (such as

newspaper), and meal allowances, and does not include any social benefit-related compensation or customary social related provisions such as pension payments.

- STI award – Annual Bonus:
 - The target STI is equal to 12 monthly base salaries.
 - The maximum STI payout per year may not exceed 15 monthly base salaries annually.
- LTI award - Equity:
 - An annual LTI (equity) in the value of NIS 5.52 million (approximately \$1.73 million) per vesting annum. The equity-based compensation amount in the above table reflects the expense that was recognized for Mr. Aharonson's LTI in ICL's 2025 Financial Statements. For details regarding Mr. Aharonson's equity-based compensation grants, see Note 19 to ICL's Audited Financial Statements.
- Termination arrangements:
 - 12-months advance notice period in any case of termination of employment (excluding termination of employment by the Company for cause).
- Other Benefits:
 - Additional cash and non-cash benefits similar to those payable to senior executives of the Company pursuant to policies in effect from time to time, including but not limited to, welfare, pension including severance pay, education fund, life insurance (risk), health insurance, accidents insurance, work disability insurance, birthday and holiday gifts, vacation days per year (and redemption of accrued vacation days), sick days quota, recuperation days, annual medical examination, professional association membership fees, meals allowance or its equivalent, newspaper allowance, cellular phone and company car, including gross up, and expenses reimbursement.
 - Entitlement to the exemption, insurance and indemnification arrangements as customary in the Company.
 - All components of Mr. Aharonson's compensation, including base salary, STI awards and LTI entitlement, will be adjusted periodically in accordance with increases in the CPI, subject to the maximum amounts for each compensation component as set forth in the ICL's Compensation Policy.

- (4) Uri Perelman
- Monthly Base Salary: NIS 93,000 (approximately \$29,000), as of December 31, 2025, adjusted for increases in the CPI. Annual base salary - \$350k.
 - STI: Mr. Perelman's target bonus is 75% of his annual base salary. For details regarding employee performance and payment of the STI bonus to Mr. Perelman for 2025, see "STI – Annual Bonus Component" below.
 - Sign-on Bonus: Upon his commencement of employment with ICL on December 8, 2023, Mr. Uri Perelman was granted a sign-on bonus of ~NIS 2.4 million (\$750,000) as approved by the HR & Committee and Board of Directors, to be paid in two equal installments of \$ 375,000 each. The first installment, subject to Mr. Perelman's continued active employment through December 31, 2025, has already

vested and the second installment is subject to his continued employment through December 31, 2026.

- LTI: The equity-based compensation amount in the table above reflects the expense recognized with respect to LTI equity-based compensation for Mr. Perelman in ICL's financial statements for 2025 that were included in ICL's Periodic Report.
- All other benefits customary at ICL, such as regular provisions for health, retirement and severance, disability arrangement, as well as the exemption, insurance and indemnification arrangements applying to office holders at ICL.

(5) Aviram
Lahav

- Monthly Base Salary: NIS 128,000 (approximately \$41,125), as of December 31, 2025, adjusted for increases in the CPI.
- STI: Mr. Lahav's target bonus is 75% of his annual base salary. For details regarding employee performance and payment of the STI bonus to Mr. Lahav for 2025, see "STI – Annual Bonus Component" below.
- LTI: The equity-based compensation amount shown in the table above reflects the expense recognized with respect to LTI equity-based compensation for Mr. Lahav in ICL's financial statements for 2025, as included in ICL's Periodic Report.
- Termination Arrangements: Advance notice period of 6 months in the event of termination (other than for cause), or 3 months' notice in the event of resignation.
- All of the other benefits customary at ICL, such as ongoing contributions to pension and severance, continuing education fund, loss of capacity for work insurance, company car, tax gross-up, as well as the exemption, insurance and indemnification arrangements applicable to officers at ICL. In addition, payments related to non-competition and confidentiality undertakings.

Mr. Lahav will retire from his position as ICL's Chief Financial Officer on June 15, 2026. Effective that date, and pursuant to the ICL's Board resolution dated March 10, 2026, Asaf Alperovitz will succeed him as ICL's Chief Financial Officer

(6) Raviv
Zoller

Mr. Raviv Zoller ceased to serve as ICL's President and CEO on March 12, 2025. His compensation terms up to his departure in November 2025, were as follows:

- Base salary:
 - Annual base salary of ~NIS 3.3 million (approximately \$1 million).
 - Monthly base salary of ~NIS 276,000 (approximately \$86,500).
 - In accordance with the Company's Compensation Policy, Mr. Zoller's perquisites as CEO for the reporting period totaled ~NIS 0.25 million (approximately \$76,600). This amount included provisions for a company car and related gross-ups, reimbursement of telephone expenses, communication allowances (as newspaper), and meal allowances, and does not include any social benefit-related compensation or customary social related provisions such as pension payments.

- STI: Target STI of ~NIS 3.5 million (approximately \$1 million), and maximum STI payout of ~NIS 4.56 million (approximately \$1.4 million). For information regarding Mr. Zoller's STI formula, performance and payout in 2025, see below "Short-Term Incentive - The Annual Bonus Component".
- LTI: Entitlement to an annual LTI (equity award) at a value of NIS 5.5 million (approximately \$1.69 million). The equity-based compensation amount in the above table reflects the expense recognized for Mr. Zoller's LTI in the Company's 2025 Financial Statements. For details regarding Mr. Zoller's equity-based compensation grants, see Note 19 to ICL's Audited Financial Statements;
- Termination arrangements:
 - 12-months advance notice period in case of termination by the Company (not for cause) or 6-months advance notice in case of resignation.
 - Additional severance equal to the last base salary multiplied by the number of years that Mr. Zoller served as ICL's President & CEO.
 - Upon termination of employment, Mr. Zoller received payment in lieu of 12 months' advance notice, as well as an additional severance payment, in addition to the regular severance pay, for each year of his employment (including the 12 months' advance notice period).
- CPI adjustment: In accordance with Mr. Zoller's Employment Agreement, all compensation items under Mr. Zoller's Employment Agreement were adjusted for increases in the CPI.

Other benefits: All other cash and non-cash benefits payable to ICL's senior executives pursuant to our policies in effect from time to time, including but not limited to, pension, education fund, disability insurance, Company car, gross up, as well as the exemption, insurance and indemnification arrangements applying to the Company's office holders.

Mr. Raviv Zoller, ICL's Former President and CEO

Mr. Raviv Zoller ceased his tenure as President and CEO of ICL on March 12, 2025. On December 31, 2024, and January 9, 2025, ICL's Human Resources and Compensation Committee and ICL's Board of Directors, respectively, approved Mr. Zoller's termination terms, which are consistent with the terms of his employment agreement and applicable law. In accordance with these terms, the employment relationship between ICL and Mr. Zoller terminated in November 2025, after he uses his accumulated vacation and sick days. Accordingly, upon the termination of his employment, Mr. Zoller received his termination terms payments.

- (7) **Annual Bonus Component - STI** - For details regarding ICL's annual STI bonus plan, see Section 6.b of ICL's Report. February 15, 2026, and February 17, 2026, ICL's Human Resources and Compensation Committee and ICL's Board of Directors approved the STI payments to senior management for 2025, including those relating to the highest-paid senior officers of ICL in 2025

(included in the table above), in accordance with ICL's Compensation Policy and in accordance with the criteria described in the above-mentioned Section 6.b.

STI formula for ICL's CEO as set forth in ICL's previous Compensation Policy:

- ICL's CEO's target bonus represents the payment amount for achieving a performance level of 100% (i.e., meeting 100% of all targets) in a given year. The CEO's target bonus in any fiscal year will not exceed 120% of his annual base salary.
- 80% of the CEO's target bonus will be measured against the performance level of measurable annual targets, financial and measurable non-financial, which are determined by ICL's Human Resources and Compensation Committee and ICL's Board of Directors at the beginning of each fiscal year, as set forth in ICL's Compensation Policy.
- Out of the measurable 80% portion of the target bonus, at least 50%-100% of the target bonus will be based on financial targets included in the annual budget. The remaining measurable 20% of the target bonus will be based on other measurable non-financial targets. The level of target achievement for each of the targets, whether measurable financial targets or measurable non-financial targets, will be evaluated separately from the other targets, in accordance with the performance scale set forth in ICL's Compensation Policy, which will be translated into payment multipliers (factors). The measurable financial targets will be calculated based on the data presented in ICL's financial statements, after making adjustments according to the profit adjustment list predefined in ICL's Compensation Policy (the "**Predefined List**").
- If ICL's actual operating profit and/or net profit, after adjustments in accordance with the Predefined List, do not meet the performance threshold as determined (as determined at 60% of the budget), no payment will be made in respect of the 80% portion of the STI bonus based on measurable financial and non-financial targets.
- The remaining 20% of the target bonus for ICL's CEO will be determined based on a qualitative evaluation by ICL's Human Resources and Compensation Committee and ICL's Board of Directors of ICL's CEO performance during the relevant fiscal year after receiving a recommendation of the Executive Chairman of ICL's. The maximum payment for this component will not exceed three monthly base salaries.
- The total maximum bonus to be paid to ICL's CEO under ICL's Compensation Policy will not exceed, with respect to a given year, the lower of 130% of the CEO's target bonus for that year or \$1.5 million.
- Mr. Aharonson's STI for 2025 was calculated on a pro rata basis, reflecting the portion of the year during which he served as President of ICL Growing Solutions Division through March 12, 2025, and the portion of the year during which he served as the ICL's President and CEO thereafter. In his role as President and CEO, Mr. Aharonson's target STI for a given year-representing the payout for achieving 100% of his performance objectives-equals 12 monthly base salaries, while his maximum STI payout may not exceed 15 monthly base salaries. In 2025,

the Target STI was calculated on a prorated basis, as indicated above, and amounted to ILS 2,542,059 (approximately \$797,000).

- For details regarding Mr. Aharonson's performance and payment of the annual bonus in 2025, see "STI Bonus Performance and Payment for the Highest-Paid Officers for 2025" below.

Annual bonus (STI) formula for the Active Chairman of ICL's Board of Directors, as set forth in ICL's Compensation Policy:

- The target bonus of the Active Chairman of ICL's Board of Directors represents the payment amount for achieving a performance level of 100% (i.e., 100% of all targets) in a given year. The target bonus of the Active Chairman of ICL's Board of Directors in any given fiscal year will not exceed 120% of the annual base salary (the target bonus of the incumbent Active Chairman, Mr. Yoav Doppelt, will not exceed 100% of the annual base salary).
- Out of the target bonus for the Active Chairman of ICL's Board of Directors in any given year, 30% will be based on the performance level of ICL's EBITDA; 30% on the performance level of ICL's operating profit; and 20% on the performance level of ICL's revenues. These targets will be derived from the Company's budget for the relevant fiscal year, and the level of achievement of each will be measured separately, in accordance with the performance scale set forth in ICL's Compensation Policy and will thereafter be translated into payment multipliers. Such financial targets are calculated based on the data in ICL's annual reports, in accordance with the Predefined List.

If ICL's actual operating profit and/or net profit, after adjustments in accordance with the Predefined List, do not meet the performance threshold level (which is 60% of the budget), no payment will be made under the STI plan for the Active Chairman of ICL's Board of Directors.

- In accordance with ICL's Compensation Policy, the maximum STI bonus for the Active Chairman of ICL's Board of Directors will not exceed, in a given fiscal year, the lower of 150% of the target bonus (STI) of the Active Chairman of ICL's Board of Directors or \$1 million.
- Mr. Doppelt's target bonus (STI) for 2025, which also constituted the maximum possible STI bonus for him, was NIS 1,312,139 (approximately \$411,329), after adjustment to the CPI. This 2025 STI Target was calculated on a pro-rated basis, considering the STI Target until March 6, 2025, the date on which the ICL'S shareholders' meeting approved the change in Mr. Doppelt's compensation, and the revised STI target thereafter
- Mr. Doppelt's overall STI rating for 2025, representing performance against the STI targets, was 103.8%. The payment was NIS 1,312,139 (approximately \$411,329), representing a rating of 100% and constituting the maximum possible STI payment in accordance with Mr. Doppelt's compensation terms at ICL.
- The financial goals used to calculate the 2025 STI for the Active Chairman of the Board of Directors and the CEO are derived from ICL's 2025 budget and are assessed in accordance

with the rating scale defined in the ICL's Compensation Policy. These goals are measured based on the adjusted financial figures reported in ICL's 2025 annual report. All adjustments applied to the reported profit figures are fully consistent with the Predefined List set forth in ICL's Compensation Policy. For further details regarding the adjustments made to the reported profit figures, see "Item 5 - Financial Results and Business Overview-A. Operating Results" at ICL's report

Guidelines regarding an annual bonus (STI) for senior officers at ICL (other than the Active Chairman of the Board of Directors and the CEO), as set forth in ICL's previous Compensation Policy, which was in effect in 2025:

- ICL's Compensation Policy with respect to senior officers, other than the CEO and the Active Chairman of ICL's Board of Directors, provides that annual bonuses may be calculated based on measurable financial metrics and/or measurable non-financial metrics, as predefined by ICL's Human Resources and Compensation Committee and ICL's Board of Directors, and/or based on a qualitative assessment. ICL's Human Resources and Compensation Committee and ICL's Board of Directors may determine, in any given year, that STI payments for such senior officers will be granted, in whole or in part, according to qualitative assessment of non-measurable items, subject to the payment cap set forth in ICL's Compensation Policy and described below.
- The maximum bonus payable to such senior officers, other than the CEO and the Active Chairman of ICL's Board of Directors, will not exceed, for any given fiscal year, the lower of 225% of the target bonus for senior officers for that year, or \$1 million.
- For details regarding STI performance and payments for the highest-paid officers at ICL in 2025 (included in the table above), see "STI Bonus Performance and Payment for the Highest-Paid Officers for 2025" below.

STI Bonus Performance and Payment for the Highest-Paid Officers for 2025⁽²⁾

Officer	Annual Base Salary⁽¹⁾	Target Bonus %	Target Bonus	Overall Score as % of Target⁽³⁾	Actual Payment in 2025
Elad Aharonson ⁽⁴⁾	NIS 2.62 million (approximately \$0.82 million)	100%	NIS 2.54 million (approximately \$0.8 million)	107.23%	NIS 2.73 million (approximately \$0.86 million)
Yoav Doppelt	NIS 1.68 million (approximately \$0.53million)	NA ⁽⁵⁾	NIS 1.31 million (\$0.41 million)	103.8%	NIS 1.31 million (~\$0.41 million)
Uri Perelman	NIS 1.12 million (approximately \$0.35 million)	75%	NIS 0.84 million (approximately \$0.26 million)	103.96%	NIS 0.87 million (approximately \$0.27 million)

Officer	Annual Base Salary⁽¹⁾	Target Bonus %	Target Bonus	Overall Score as % of Target⁽³⁾	Actual Payment in 2025
Aviram Lahav	NIS 1.54 million (approximately \$0.48 million)	75%	NIS 1.15 million (approximately \$0.36 million)	99.22%	NIS 1.15 million (approximately \$0.36 million)
Raviv Zoller	-	-	-	-	-

1. Annual base salary amounts are calculated based on the December 31, 2025, salary, multiplied by 12 months, translated into US dollars using the US dollar exchange rate in effect on December 31, 2025.
2. The adjustments to ICL's annual net profit and operating profit, as set forth in "Section 5 – Financial Results and Business Overview - (a) Operating Results" in ICL's Periodic Report, for the purposes of calculating the STI threshold and the measurable financial targets for the CEO and Chairman of ICL's Board of Directors, are in accordance with the list predetermined in ICL's Compensation Policy.
3. For all officers, this column represents the weighted percentage score with respect to measurable financial and non-financial targets (including ESG targets) and qualitative assessments, as applicable.
4. The STI payout for 2025 reflects a pro-rata calculation based on Mr. Aharonson's service in both roles during the year. For the period as President of the Growing Solutions division, the STI payout was ~NIS 0.22 million (approximately \$69,000) (96.53% of a target STI of ~NIS 0.23 million (approximately \$72,000), representing 75% of an annual base salary of ~NIS 1.55 million (approximately \$0.48 million)). For the period as Chief Executive Officer, the STI payout was ~NIS 2.51 million (approximately \$0.79 million) (108.27% of a target STI of ~NIS 2.32 (approximately \$0.73 million), representing 100% of an annual base salary of ~NIS 2.88 million (approximately \$0.9 million)). The combined STI payout for 2025 was ~NIS 2.73 (approximately \$0.86 million), reflecting 107.23% of a weighted STI target of ~NIS 2.54 million (approximately \$0.8 million), based on a weighted annual base salary of ~NIS 2.62 million (approximately \$0.82 million).
5. Mr. Doppelt's STI Target for 2025 (being also his maximum potential STI) per his employment agreement was set at a nominal NIS 1.2 million (approximately \$0.38 million) until March 6, 2025, the date on which the ICL's shareholders' meeting approved the change in Mr. Doppelt's compensation, and as of March 7, 2025 NIS 1.34 million (approximately \$0.41), linked to CPI adjustments. Mr. Doppelt's 2025 STI Target of 1.31 million was calculated on a pro rata basis, reflecting the two said periods.

(b) Notes Regarding Officers of the Company Included in the Table:

- (9) The salary component for officers of the Company, as stated above, includes the following components: monthly salary, social and related benefits, social and related contributions, vehicle maintenance, and the reimbursement of telephone expenses.

On July 17, 2025, the Company's shareholders approved the Company's updated compensation policy (the "**Compensation Policy**"), effective as of July 1, 2025 (the "**Update Date**"). For details regarding the Compensation Policy, see the Company's reports dated July 10, 2025 (Reference No.: 2025-01-051190).

The adjustments to the Company's annual net profit, for the purposes of calculating the annual bonus threshold and the measurable financial targets for the Company's officers, are in accordance with the list predetermined in Section 7.2.9 of the Compensation Policy, and are consist of: (1) an amount of 106\$ million pursuant to Section 7.2.9a of the Compensation Policy, of which 105\$ million attributable to the adjustments at ICL and the remainder relates to Prodalim, for further details see note 8(2) above, and (2) an amount of \$2 million pursuant to Section 7.2.9d of the Compensation Policy (equity-based payment).

Accordingly, the adjusted net profit for 2025 amounted to \$195 million. Similarly, other bonus targets affected by these adjustments were calculated consistently with the same adjustments. This amount meets the threshold requirements as set in the Compensation Policy.

- (10) Mr. Doppelt began serving as the Company's CEO on July 1, 2019, after the Shareholders' General Meeting approved his terms of office and employment on June 27, 2019. On July 17, 2025, the Company's shareholders approved updated terms of office and employment for Mr. Yoav Doppelt as the Company's CEO, effective as of the Update Date and consistent with the Compensation Policy (the "**CEO's Terms of Office**")². It should be noted that the CEO's Terms of Office take into account his terms of office as Active Chairman of ICL's Board of Directors³. The engagement with the Company's CEO, Mr. Doppelt, includes arrangements regarding an annual salary linked to the Consumer Price Index. In addition, under his employment terms, Mr. Doppelt is entitled, *inter alia*, to social benefits and related terms (including use of a vehicle and certain tax gross-ups) and to retirement terms, including advance notice period, adjustment period and retirement/severance pay, in keeping with standard practice at the Company and in accordance with the Compensation Policy.
- (11) Mr. Doppelt is entitled to an annual bonus from the Company in accordance with the mechanism and caps set forth in the CEO's Terms of Office, which include a bonus component based on the Company's targets and a non-material discretionary bonus component. The Company's Compensation Committee and the Board of Directors approved at their meetings on March 23, 2026, and March 25, 2026, (respectively) the grant of a bonus for 2025 to the Company's CEO, as specified in the table above, which reflects the result of applying the annual bonus formula in

² For details regarding the CEO's Terms of Office, see the Company's report dated July 10, 2025 (Reference Nos.:)2025-01-051190,

³ For further details regarding Mr. Doppelt's terms of office as Active Chairman of the Board of Directors at ICL, see Note (1) to the table below.

accordance with the CEO's Terms of Office and the Compensation Policy, following the satisfaction of the "Minimum Profit" threshold condition (as defined in the Compensation Policy) for receiving an annual bonus. The bonus amount was determined based on the rate of achievement for each of the measurable targets whose total weight is 75% of the bonus, as follows: a target related to adjusted net profit with a weight of 15% (full achievement), as well as targets in connection with the adjusted Ebitda of the portfolio companies (ICL, AKVA and Prodalim), as follows: a target in connection with AKVA adjusted Ebitda with a weight of 15% (achievement rate of 100%), a target in connection with Prodalim adjusted Ebitda with a weight of 15% (achievement rate of 92.3%), a target in connection with ICL's Specialty adjusted Ebitda with a weight of 15% (achievement rate of 98.86%), a target in connection with ICL's strategy (full achievement); and also, for the discretionary bonus component whose total weight is 25% of the bonus, the Company's CEO was granted three salaries based on the assessment of his contribution to the Company in 2025. In total, the CEO was granted an annual bonus of 11.84 monthly salaries.

On March 2025, and in accordance with the Compensation Policy, following the completion of the Prodalim transaction (as detailed in Section 8.3 of Chapter A of this Report), and in accordance with the resolutions of the Company's Audit and Compensation Committee and the Board of Directors regarding the number of Prodalim share options derived from the allocation value to which the Company's CEO is entitled with respect to the investment transaction, the Company granted Mr. Doppelt 11,281 options for ordinary shares of Prodalim (1,128,100 options for ordinary shares of Prodalim, post split of Prodalim's share capital).⁴ The grant had a value of NIS 2,250,000, out of a total grant value of NIS 3,000,000 to which he was entitled with respect of 2024 (cumulative grant), and also with respect of the investment of an additional amount of approximately NIS 90,000, which was invested by the CEO in purchasing additional options for

⁴ Allocation of option for shares of Prodalim held by the Company in accordance with the CEO's Terms of Office (designated share options). The CEO's holding percentage in Prodalim (on a fully diluted basis) as of the allocation date, assuming full exercise of the options allocated to the CEO and other officers and employees by the Company, and in the absence of any other change in Prodalim's share capital, was approximately 0.43%. However, the actual holding percentage is expected to be lower than the stated percentage, even assuming full exercise of the option, since the entitlement is for a number of Prodalim shares whose value is equivalent to the value of the benefit component derived from the options according to the mechanism and exercise price, as detailed in the CEO's Terms of Office and the Compensation Policy, and following dilution due to Prodalim's IPO.

Subject to the allocation terms and the principles of equity-based compensation in acquired companies in the Compensation Policy, the exercise price of each option will be approximately \$1.59, in accordance with the weighted average share price in the Prodalim transaction (which includes an investment in Prodalim and agreements to purchase Prodalim shares; see Section 8.3 of Chapter A of the report regarding the Prodalim transaction, adjusted to dividend and to a split of Prodalim's share capital. (The exercise price is further subject to adjustment provisions in accordance with the terms of the grant). The options will vest gradually, in three fixed and equal installments, over a period of three calendar years, beginning January 1, 2024 (the "**Vesting Period Commencement Date**"), such that on each subsequent January 1, 1/3 (one-third) of the quantity granted for the preceding year will vest (in accordance with cumulative grant terms, as detailed in the Compensation Policy); furthermore, the options will be exercisable until the end of a seven-year period from the Vesting Period Commencement Date.

ordinary shares of Prodalim from the Company, in keeping with the threshold condition for granting equity-based compensation to the CEO, relative to the grant value.⁵

The said equity-based compensation is subject to vesting conditions, an exercise period, an exercise price and additional conditions in accordance with the Company's CEO's Terms of Office and the Compensation Policy. The grant value stated above was calculated in accordance with the Black-Scholes model. However, the value specified in the table is calculated in accordance with generally accepted accounting principles (IFRS) for 2025, and it does not reflect a linear distribution of the value of the equity-based compensation that was granted to Mr. Doppelt. For further details regarding the said allocation, see the Company's immediate report dated March 5, 2025 (Reference No.: 2025-01-014883) (in this Regulation: the "**Prodalim Options Report**").

- (12) The engagement with the Company's CFO, Mr. Sagi Kabla, includes arrangements regarding an annual salary linked to the Consumer Price Index, payments to a continuing education fund, senior employees' insurance and/or pension fund, a thirteenth salary and an annual bonus, as well as arrangements regarding retirement terms, an advance notice period and adjustment period, and retirement severance pay, all in accordance with the Compensation Policy. For further details, see the employment terms for officers (who are not directors) in the Company's Compensation Policy. With respect to the annual bonus, the Company's Compensation Committee and the Board of Directors approved at their meetings on March 23, 2026 and March 25, 2026, respectively, the grant of a bonus for 2025 to the CFO, as specified in the table above, which reflects the result of applying the annual bonus formula in accordance with the Compensation Policy, subsequent to the satisfaction of the "Minimum Profit" threshold condition, as stated, for receiving an annual bonus. The said annual bonus amount was determined based on the rate of achievement for each of the measurable targets whose total weight is 60% of the bonus, as follows: a target in connection with adjusted net profit with a weight of 15% (full achievement), a target related to net debt with a weight of 15% (full achievement) and a measurable target in connection with Portfolio companies—ICL's adjusted Ebitda, with a weight of 15% (full achievement), and Prodalim adjusted Ebitda with a weight of 15% (92.3%) as well as based on full achievement of personal targets whose total weight is 40%, and in total the CFO was granted an annual bonus of (8.9) monthly salaries. In addition, in January 2024, Mr. Kabla was granted (in accordance with the approval of the Company's Compensation Committee and the Board of Directors), 3,196 options (non-transferable), exercisable into the Company's shares, according to the Company's option plan, with an annual grant value of approximately NIS 304 thousands per year, in each of the three years from the grant date (total grant value of approximately NIS 913 thousands). The exercise price of each option warrant will be equal to NIS 992.85, plus linkage to the Consumer Price Index known on

⁵ The investment amount for the additional options (approximately NIS 90,000) as stated was offset against the annual bonus for 2024 to which the CEO was entitled, in respect of the CEO's commitment to invest part of the net annual bonus, upon certain conditions, in options for shares of acquired companies or in designated share options, in accordance with the CEO's Terms of Office. For further details regarding the capital compensation terms in acquired companies for the Company's CEO, including the threshold conditions for granting equity-based compensation to the CEO, see Section 9.6 of the Compensation Policy.

January 15, 2024, and until the exercise date (subject to adjustment provisions in accordance with the terms of the grant). For details regarding the exercise price of the options as stated, see also Note 19.b to the Company's consolidated financial statements. The options are subject to vesting periods, exercise periods and exercise price in accordance with the terms detailed in the Company's immediate report dated January 25, 2024 (Reference No.: 2024-01-010506). The value specified in the table is calculated in accordance with generally accepted accounting principles (IFRS) for 2025, and it does not reflect a linear distribution of the value of the equity-based compensation that was granted to Mr. Kabla. For details regarding the Company's option plan, see Section 9.4 of this Report.

On March 2025, following the completion of the Prodalim transaction (as detailed in Section 8.3 of Chapter A of this Report), the Company's Audit and Compensation Committee and the Board of Directors approved granting 3,857 options for Prodalim shares⁶ (385,700 options for ordinary shares of Prodalim, postsplit of Prodalim's share capital) to Mr. Kabla with a grant value of approximately NIS 800,000. The grant value stated above was calculated in accordance with the Black-Scholes model. For further details regarding the said allocation, see the Prodalim Options Report.

The said equity-based compensation is subject to vesting conditions, an exercise period, an exercise price and additional conditions in accordance with the terms set forth in the Compensation Policy with respect to equity-based compensation in acquired companies. The value specified in the table is calculated in accordance with generally accepted accounting principles (IFRS) for 2025, and it does not reflect a linear distribution of the value of the equity-based compensation that was granted to Mr. Kabla.

- (13) The engagement with the Company's VP, General Counsel, Ms. Maya Alcheh-Kaplan, includes arrangements regarding an annual salary linked to the Consumer Price Index, payments to a continuing education fund, senior employees' insurance and/or pension fund, a thirteenth salary, and an annual bonus, as well as arrangements regarding retirement terms, an advance notice period, an adjustment period, and retirement severance pay, and all in accordance with the Compensation Policy. For further details, see the terms of employment for officers (who are not directors) in the Company's Compensation Policy. With respect to the annual bonus, the Company's Compensation Committee and the Board of Directors approved at their meetings on March 23, 2026 and March 25, 2026, respectively, the grant of a bonus for 2025 to the VP, General Counsel, as set forth in the table above, which reflects the result of applying the annual bonus formula in accordance with the Compensation Policy, subsequent to the satisfaction of the "Minimum Profit" threshold condition as aforesaid for receiving an annual bonus. The said annual bonus amount was determined based

⁶ Allocation of options for shares of Prodalim held by the Company. Mr. Kabla's holding percentage in Prodalim (on a fully diluted basis) as of the allocation date, assuming full exercise of the options allocated to the officers and employees by the Company, and in the absence of any other change in Prodalim's share capital, was approximately 0.15%. However, the actual holding percentage is expected to be lower than the stated percentage, even assuming full exercise of the options and following dilution due to Prodalim's IPO – see footnote 4 (including with respect to the terms of the allocation).

on the achievement rate for each of the measurable targets whose total weight is 50% of the bonus, as follows: a target related to adjusted net profit with a weight of 25% (full achievement) and a target related to net debt with a weight of 25% (full achievement), as well as based on full achievement of personal targets, whose total weight is 50%, and in total the VP, General Counsel was granted an annual bonus of 9 monthly salaries]. In addition, in January 2024, Ms. Alcheh-Kaplan was granted (in accordance with the approval of the Company's Compensation Committee and the Board of Directors), 3,196 options (non-transferable) exercisable into the Company's shares, according to the Company's option plan, with an annual grant value of approximately NIS 304 thousands per year, in each of the three years from the grant date (total grant value of approximately NIS 913 thousands). The exercise price of each option will be equal to NIS 992.85, plus linkage to the Consumer Price Index known on January 15, 2024, and until the exercise date (subject to adjustment provisions in accordance with the grant terms). For details regarding the exercise price of the options as stated, see also Note 19.b to the Company's consolidated financial statements. The options are subject to vesting periods, exercise periods and exercise price in accordance with the terms set forth in the Company's immediate report dated January 25, 2024 (Reference No.: 2024-01-010506). The value specified in the table is calculated in accordance with generally accepted accounting principles (IFRS) for 2025, and does not reflect a linear distribution of the value of the equity-based compensation that was granted to Ms. Alcheh-Kaplan. For details regarding the Company's option plan, see Section 9.4 of this Report.

On March 2025, following the completion of the Prodalim transaction (as detailed in Section 8.3 of Chapter A of this Report), the Company's Audit and Compensation Committee and the Board of Directors approved the grant of 3,857 options for Prodalim shares⁷(385,700 options for ordinary shares of Prodalim, post split of Prodalim's share capital) to Ms. Alcheh-Kaplan with a grant value of approximately NIS 800,000. The grant value stated above was calculated in accordance with the Black-Scholes model. The value specified in the table is calculated in accordance with generally accepted accounting principles (IFRS) for 2025, and does not reflect a linear distribution of the value of the equity-based compensation that was granted to Ms. Alcheh-Kaplan. For further details with respect to the allocation, see the Prodalim Options Report.

The said equity-based compensation is subject to vesting conditions, an exercise period, an exercise price and additional conditions in accordance with the terms set forth in the Compensation Policy with respect to equity-based compensation in acquired companies.

⁷ Allocation of options for shares of Prodalim held by the Company. Ms. Alcheh-Kaplan's holding percentage in Prodalim (on a fully diluted basis) as of the allocation date, assuming full exercise of the options allocated to the officers and employees by the Company, and in the absence of any other change in Prodalim's share capital, was approximately 0.15%. However, the actual holding percentage is expected to be lower than the stated percentage, even assuming full exercise of the options and following dilution due to Prodalim's IPO— see footnote 4 (including with respect to the terms of the allocation).

- (c) Total salary and benefits of interested parties, who are not employed by the Company, that the Company paid, amounted to approximately \$0.7 million (for 9 directors⁸) in 2025.⁹ For details, see Note 30 to the Company's financial statements as of December 31, 2025.

The directors serving at the Company are entitled to compensation and terms of office as per standard practice with respect to the Company's directors, as in effect from time to time, including annual compensation and meeting attendance fees in the maximum amount set forth in the Companies Regulations (Rules Regarding Compensation and Expenses for an Outside Director), 5760-2000 (the “**Compensation Regulations**”), taking into account the Company's ranking and the classification of a director as an “expert director” who is entitled to the “expertise supplement” as set forth in Regulation 5A of the Compensation Regulations, as well as reimbursement of expenses and **arrangements for a letter of indemnification and/or a letter of exemption**, as applicable, and insurance for the Company's directors and officers.¹⁰ For details regarding the directors, see Regulation 26 below.

⁸ The Board consists of 8 directors, however during 2025 one external director tenure was terminated and another external director was nominated in his place. Accordingly, a total of 9 directors served during 2025 and received remuneration.

⁹ According to information provided to the Company by ICL, Mr. Kaufman and Mr. Kabla, who are directors at ICL and also serve as officers of the Company, are entitled to receive directors' fees from ICL. According to information provided to the Company by ICL, in respect of Mr. Kabla's service as a director of ICL in 2025, approximately NIS 381,918 was paid. Mr. Kabla requested that his directors' fees from ICL be assigned and paid directly to the Company, or to him directly, at the Company's option. Accordingly, said compensation was assigned to the Company. According to information provided to the Company by ICL, in respect of his service as a director of ICL in 2025, Mr. Aviad Kaufman was paid directors' fees by ICL in the amount of approximately NIS 333,627. For details, see Sections 6 and 7.b of ICL's Periodic Report.

¹⁰ For details regarding the terms of office of directors of the Company, see also Section 10 of the Compensation Policy. Furthermore, for details regarding the indemnification and exemption arrangements and insurance arrangements for the Company's directors and officers, see Regulations 22 and 29A of this Chapter.

(a) Notes Regarding Officers at ICL Included in the Table¹¹:

21A. Name of the Company's Controlling Shareholders

Millennium Investments Elad Ltd. (hereinafter: “**Millennium**”) and Mr. Idan Ofer are deemed to be the joint controlling shareholders of the Company for the purpose of the Securities Law, 5728-1968 (each of Millennium and Mr. Ofer hold shares of the Company directly, and Idan Ofer serves as a director of Millennium and has an indirect interest therein in his capacity as the beneficiary of the trust that indirectly controls Millennium, as stated below). As of the date of this Report, Millennium holds approximately 38.28% of the Company’s share capital and approximately 38.65% of the voting rights. To the best of the Company’s knowledge, Millennium is wholly held by Mashat (Investments) Ltd. (hereinafter: “**Mashat**”). Mashat is wholly held by Ansonia Holdings Singapore B.V. (hereinafter: “**Ansonia**”), which is incorporated in the Netherlands. Ansonia is a wholly owned subsidiary of Jelany Company N.V. (which is registered in Curaçao), which is a wholly owned subsidiary of a Liberian company by the name of Court Investments Ltd. (hereinafter: “**Court**”). Court is wholly held by a foreign discretionary trust, of which Mr. Idan Ofer is the beneficiary. In addition, Lynav Holdings Ltd. (hereinafter: “**Lynav**”), a company that is wholly held (directly and indirectly) by a foreign discretionary trust, of which Mr. Idan Ofer is the beneficiary, directly holds approximately 9.39% of the Company’s share capital and approximately 9.48% of the voting rights. In addition, Mr. Idan Ofer directly holds approximately 0.05% of the Company’s share capital and of the voting rights at the Company.¹²

22. Transactions with the Controlling Shareholders

The following details are provided, to the best of the Company’s knowledge, regarding any transaction with the controlling shareholders or in which the controlling shareholders may have a personal interest in the approval thereof, which the Company (including a company under its control or a related company) entered into during the reporting year or after the end of the reporting year until the date of submission of this Report, or which is still in effect as of the date of this Report, excluding negligible transactions (as set forth below)¹³:

a. Transactions listed in Section 270(4) of the Companies Law:

- 1. Indemnification and Exemption** – In March 2001, the Company’s general meeting approved the granting of a letter of undertaking for indemnification and exemption of the Company’s officers (including officers who are controlling shareholders), in addition to the officers’ insurance, which does not apply to the cases specified in Section 263 of the Companies Law (the “**Letter of Indemnification**”). The exemption is from the officer’s

¹¹ All of the details set forth under “Notes Regarding Officers at ICL” were provided to the Company by ICL. For additional details regarding compensation of ICL’s officers, see Section 6B of ICL’s Periodic Report for 2025 included in the Company’s immediate report dated March 11, 2026 (Reference No.: 2026-02-021894), incorporated herein by reference (“**ICL’s Periodic Report**”).

¹² For details regarding the holdings of interested parties in the Company as of the date of this Report, see the immediate report dated January 7, 2026 (Reference No.: 2026-01-003126).

¹³ For details regarding ICL’s transactions with ICL’s related parties, see Section 7.b of ICL’s Periodic Report, incorporated herein by reference.

liability for damage that was caused and/or will be caused by him to the Company following a breach of the duty of care to the Company. From time to time and as part of the customary terms of office at the Company, such Letters of Indemnification have been granted to the Company's officers. The said officers include officers deemed to be controlling shareholders of the Company and/or officers where the controlling shareholders may be deemed to have a personal interest in granting them Letters of Indemnification.

The form of the Letter of Indemnification has been revised from time to time. Accordingly, the most recent form approved, which reflects all updates and was also extended to all office holders, including directors where the controlling shareholders of the Company may be deemed to have a personal interest in approving the extension of its validity, is as detailed in the Company's immediate report regarding the convening of the meeting dated August 13, 2025, and the immediate report dated September 18, 2025 (references: 2025-01-060353 and 2025-01-070647, respectively).

For details regarding officers' insurance arrangements in the Company, see Regulation 29A below.

b. Transactions not within the framework of Section 270(4) of the Companies Law:

For details regarding the definition of a "negligible transaction" as approved by the Company's Board of Directors, see Section 4.2 of Part E of this Report (Corporate Governance).

Notwithstanding the above, and *ex gratia*, the Company deems it appropriate to provide details regarding certain additional events and transactions, as set forth below:

1. **Officers' Insurance Policy and Letters of Indemnification at Subsidiaries** – To the best of the Company's knowledge, at some of the Company's subsidiaries or subsidiaries, resolutions have been passed pursuant to which officers' liability insurance policies and/or letters of indemnification and/or waivers have been purchased for the benefit of the officers at the related companies, where the officers included in those policies and/or the beneficiaries under the letters of indemnification or waivers also include officers who are officers of the Company or interested parties therein.
2. **Mizrahi Tefahot Bank Ltd. ("Mizrahi Bank")** – The Company and its subsidiaries receive banking services from Mizrahi Bank (of which, to the best of the Company's knowledge, Mr. Eyal Ofer, brother of Mr. Idan Ofer, is deemed to be a controlling shareholder) in the normal course of business. For additional details, see Note 30 to the Company's financial statements.
3. **Community Involvement** - From time to time, the Company grants donations, either alone or together with other members of the Group's companies (including interested parties in the Company or companies related to interested parties in the Company), to entities or parties in need of assistance (including entities to which interested parties in the Company have a connection), and in this context the Company occasionally enters into agreements, to which such companies that are interested parties in the Company or companies related to interested

parties in the Company are also parties. For additional details regarding donations in the reporting year, see Section 10 in the Corporate Governance chapter of this Report.

4. As of December, 2025, the Company leases offices in an office building owned by Melisron Ltd. (a company controlled by Ofer Investments Ltd.). To the best of the Company's knowledge, the Company's CEO serves as a consultant to Ofer Investments Ltd.. Ms. Liora Ofer, a cousin of Mr. Idan Ofer, is deemed to be a controlling shareholder. The lease was approved (for cautionary purposes) by the Company's Audit Committee and Board of Directors (respectively) and was classified as a non-extraordinary transaction, at an annual cost of approximately NIS 1,231 thousands. For the sake of completeness, it should be noted that ICL and entities connected to Company's controlling shareholder entered into a separate lease agreements for the rental of office space at the same location.

24.(a) Holdings of Interested Parties and Senior Officers

For the schedule of holdings of interested parties and senior officers of the Company as of December 31, 2025, see the Company's immediate report dated January 7, 2026 (Reference No.: 2026-01-003126). For disclosure regarding changes in the holdings of an officer of securities of ICL, see the Company's report dated January 7, 2026 (Reference No.: 2026-01-003126).

In addition, as of the date of publication of this Report, Mr. Yoav Doppelt (CEO of the Company and Active Chairman of the Board of Directors of ICL) holds securities of ICL, as follows⁽¹⁾:

Holdings in ICL (as of the date of publication of the Report)

Type of Security	Number of Securities	Holding Percentage in ICL	Holding Percentage on A Fully Diluted Basis
Options (2022)	1,055,100	0	*
Options (2025)	1,973,684	0	*

* Less than 0.2%.

(1) Securities granted pursuant to equity-based compensation plans at ICL. For details regarding equity-based compensation grants at ICL, see Note 19.c. to ICL's financial statements as of December 31, 2025, included in ICL's Periodic Report.

On March 26, 2025, the Company's CEO sold 15,381 ICL shares held by him in a Stock Exchange transaction, at a price of NIS 20.97 per share. Following the sale of said shares, he does not hold any ordinary shares of ICL.

For additional details regarding the holdings of officers of securities of the Company's subsidiaries, see Regulation 21 above. For an update regarding the exercise of officers options, see Section 20 above.

Furthermore, for data regarding holdings of the Company and a subsidiary that is (wholly) held by the Company in treasury shares of the Company as of the date of this Report, see the schedule of holdings of interested parties in the Company above.

24A. Registered Capital, Issued Capital and Convertible Securities, as of the Date of this Report

See Note 20 to the Company's financial statements as of December 31, 2025.

24B. Company's Register of Shareholders

For details regarding the Company's updated securities register, see the report dated November 24, 2025 (Reference No.: 2025-01-091301). Attached as Appendix A is the Company's register of shareholders as of the reporting date.

25A. Registered Address

23 Aranha Street, Millennium Tower, Tel Aviv. Tel.: 03-6844500, Fax: 03-6844587

www.israelcorp.com

26. The Board of Directors of the Company¹⁴

A. (1) Name: Aviad Kaufman, Chairman

(1a) **ID No.**: 028005270

(2) **Date of Birth**: December 4, 1970

(3) **Address for Service of Process**: c/o Israel Corporation Ltd., 23 Aranha Street, Tel Aviv

(4) **Citizenship**: Israeli, British

(5) **Membership of Board of Directors' Committees**: No

(6) **External Director**: No

Independent Director: No

Possesses accounting and financial expertise: Yes

Possesses professional qualifications: Yes

He is an "Expert Director": Based on the director's declarations, the Company's Board of Directors has determined that the director is an "Expert Director," as the term "Expert External Director" is defined in the Companies Regulations (Rules Regarding Compensation and Expenses for an external Director), 5760-2000.

(7) **Employee of the Company, subsidiary, related company, or interested party**: See below the companies under "Employment" and "Corporation" where he serves as a director, which are connected and/or related to Mr. Idan Ofer (for details regarding control of the Company, see Regulation 21A above):

CEO of One Globe Business Advisory Ltd., and director of ICL Group Ltd., Kenon Holdings Ltd., Lynav Holdings Ltd., Lynav Shipping Ltd., Maraval II Ltd., and OPC Energy Ltd.

(8) **Commencement Date of Office**: July 1, 2010

¹⁴ For details regarding directors whom the Company deems to have accounting and financial expertise, as required to meet the minimum number determined by the Board of Directors pursuant to Section 92(a)(12) of the Companies Law, see Section 8.3.2 of Part E of this Report (Corporate Governance, Effectiveness of Internal Control, and Internal Audit).

- (9) **Education:**
MBA specializing in Finance, Tel Aviv University;
BA in Economics and Accounting, Hebrew University of Jerusalem.

Employment in the Past Five Years:

Since August 2021: CEO of One Globe Business Advisory Ltd.
2008-July 2021: CEO (previously CFO) of Quantum Pacific (UK) LLP.

Companies in which he serves as a director:

ICL Group Ltd. (an investee company of the Company).
Additionally: Lynav Holdings Ltd.; Lynav Shipping Ltd.; Maraval II Ltd.; Kenon Holdings Ltd.; OPC Energy Ltd. (which are connected and/or related to Mr. Idan Ofer) (for details regarding control of the Company, see Regulation 21A above).

- (10) **Is he a relative of another interested party in the Company:** No.
-

B. (1) **Name:** Amnon Lion

- (1a) **ID No.:** 004290144

- (2) **Date of Birth:** March 20, 1941

- (3) **Address for Service of Process:** 1 Rothschild, Tel Aviv

- (4) **Citizenship:** Israeli, British

- (5) **Membership of Board of Directors' Committees:** No

- (6) **External Director:** No

Independent Director: No

Possesses accounting and financial expertise: No

Possesses professional qualifications: Yes

He is an "Expert Director": Based on the director's declarations, the Company's Board of Directors has determined that the director is an "Expert Director," as the term "Expert External Director" is defined in the Companies Regulations (Rules Regarding Compensation and Expenses for an external Director), 5760-2000.

- (7) **Employee of the Company, subsidiary, related company, or interested party:** No. Serves as a director (not as an employee) at various companies (as detailed below), some of which may be considered connected to interested parties in the Company and/or to Mr. Idan Ofer. For details regarding control of the Company, see Regulation 21A above.

- (8) **Commencement Date of Office:** April 14, 1999

- (9) **Education:** High school education.

Employment in the Past Five Years: Director of the Company and of the companies below.

Companies in which he serves as a director:

Aria (Madym) Ltd.; Lion Family Fund Ltd.; XT Holdings Ltd.; XT Investments Ltd.; XT Management Ltd.; XT Shipping Ltd.; XT Capital Ltd.; XT Hitech Investments (1992) Ltd.; Martef Kiryat Hayotsrim Ltd.; Lyn-Or (Communications) Ltd. (in voluntary dissolution); The London Steamship Owners' Mutual Insurance Association Ltd.; and additional foreign companies involved in international shipping (the above companies are considered to have a connection to Mr. Idan Ofer). For details regarding control of the Company, see Regulation 21A above.

- (10) **Is he a relative of another interested party in the Company:** No.
-

C. (1) **Name:** Dr. Joshua Rosensweig

- (1a) **ID No.:** 013841069

- (2) **Date of Birth:** August 17, 1952

- (3) **Address for Service of Process:** 34 Jerusalem Street, Ra'anana
- (4) **Citizenship:** Israeli, Canadian
- (5) **Membership of Board of Directors' Committees:** Chairman of the Finance and Balance Sheet Committee; Member of the Audit and Compensation Committee.
- (6) **External Director:** Yes
Independent Director: Yes
Possesses accounting and financial expertise: Yes
Possesses professional qualifications: Yes
 He is an "Expert Director": Based on the director's declarations, the Company's Board of Directors has determined that the director is an "Expert Director," as the term "Expert External Director" is defined in the Companies Regulations (Rules Regarding Compensation and Expenses for an external Director), 5760-2000.
- (7) **Employee of the Company, subsidiary, related company, or interested party:** No.
- (8) **Commencement Date of Office:** May 8, 2017.
- (9) **Education:**
 BA in Philosophy, Yeshiva University New York;
 LLB, Bar Ilan University;
 LLM, New York University;
 JSD, New York University.
- Employment in the Past Five Years:** Rosensweig & Co., Attorneys - Senior Partner and Founder;
 Rosensweig Legal Services (ancillary legal consulting services).
- Private companies established to consolidate Dr. Rosensweig's activities and investments:**
 Rosenram Business Development Ltd.; Reflection - Capital Investments Ltd.; Reflection - Advanced Sciences Ltd.; Rosensweig Capital Generations Ltd..
- Boards of Directors on which Dr. Rosensweig has ceased participation in the past five years: 3D Space Sound Solutions Ltd. (inactive; in liquidation process), Podcast Israel Media Ltd.
- Companies in which he serves as a director:**
 Waterfall Solutions Ltd.; Rosenram Business Development Ltd.; Rosensweig Legal Services Ltd.; Reflection - Capital Investments Ltd.; Reflection - Advanced Sciences Ltd.; Rosensweig Capital Generations Ltd.; Ruby I.A.G Holdings Ltd.; Diamond Capital Management Services Ltd.; Nano Dimension Ltd.; Board member at Matana Foundation; Board at Axilion smart mobility Ltd..
- (10) **Is he a relative of another interested party in the Company:** No.

- D. (1) **Name:** Yair Caspi
- (1a) **ID No.:** 029287919
- (2) **Date of Birth:** March 21, 1972
- (3) **Address for Service of Process:** 121 Menachem Begin Street, 40th Floor, Tel Aviv 6701203
- (4) **Citizenship:** Israeli
- (5) **Membership of Board of Directors' Committees:** No
- (6) **External Director:** No
Independent Director: No
Possesses accounting and financial expertise: No
Possesses professional qualifications: Yes
 He is an "Expert Director": Based on the director's declarations, the Company's Board of Directors has determined that the director is an "Expert Director," as the term "Expert External Director" is defined in

the Companies Regulations (Rules Regarding Compensation and Expenses for an external Director), 5760-2000.

- (7) **Employee of the Company, subsidiary, related company, or interested party:** Chairman of the Board of OPC Energy Ltd. since January 2021 (previously served as a regular director), and formerly served as a director of ZIM Integrated Shipping Services Ltd. Until November 2025 (both companies are, or were, considered to be connected to Mr. Idan Ofer). For details regarding control of the Company, see Regulation 21A above.
- (8) **Commencement Date of Office:** January 10, 2019
- (9) **Education:**
MBA, Northwestern University and Tel Aviv University;
BA in Business Administration, Interdisciplinary Center Herzliya;
LLB, Interdisciplinary Center Herzliya.

Employment in the Past Five Years:

Managing Partner at Caspi & Co., Law Offices from 2006 to 2018; Director of the companies listed below; Chairman of the Board of Directors of OPC Energy Ltd. since January 2021.

Companies in which he serves as a director:

Sole director of a wholly owned private company (Yair Caspi, Law Offices).; OPC Energy Ltd.; Formerly served as a director of ZIM Integrated Shipping Services Ltd. until November 2025. (companies considered to be affiliated with Mr. Idan Ofer). For details regarding control of the Company, see Regulation 21A above.

- (10) **Is he a relative of another interested party in the Company:** No.

E. (1) **Name:** Tali Bellish-Michaud

(1a) **ID No.:** 027785070

(2) **Date of Birth:** May 1, 1970

(3) **Address for Service of Process:** 18 Lechi Street, Ramat HaSharon

(4) **Citizenship:** Israeli

(5) **Membership of Board of Directors' Committees:** Finance and Balance Sheet Committee

(6) **External Director:** No

Independent Director: Yes

Possesses accounting and financial expertise: Yes

Possesses professional qualifications: Yes

She is an "Expert Director": Based on the director's declarations, the Company's Board of Directors has determined that the director is an "Expert Director," as the term "Expert External Director" is defined in the Companies Regulations (Rules Regarding Compensation and Expenses for an external Director), 5760-2000.

(7) **Employee of the Company, subsidiary, related company, or interested party:** No

(8) **Commencement Date of Office:** September 11, 2019

- (9) **Education:**
BSc in Statistics and Actuarial Science, University of Johannesburg;
MBA, Tel Aviv University;
FIA Certified Actuary, British Association;
FILAA Certified Actuary, Israeli Association;
LLB, Tel Aviv University.
Employment in the Past Five Years:
CEO (Private Company), Talta Ltd. – Consulting and Investments (2015-present); External Director, Israel Aerospace Industries (2016-2019); Legal Intern, Strikovsky & Co. Law Firm (since April 2024); Independent Director and Chair of the Audit, Compensation, and Balance Sheet Committee, Ankor Insurance Company Ltd.; Director, Rimomim – Ramat HaSharon Development Company Ltd.

Companies in which she serves as a director: Ankor Insurance Company Ltd.

- (10) **Is she a relative of another interested party in the Company:** No.
-

F. (1) **Name:** Victor Shohet

- (1a) **ID No.:** 068215193
(2) **Date of Birth:** August 28, 1961
(3) **Address for Service of Process:** 224 Liverpool Road, London N1 1LG, UK
(4) **Citizenship:** Israeli, British
(5) **Membership of Board of Directors' Committees:** Audit and Compensation Committee, Finance and Balance Sheet Committee
(6) **External Director:** No
Independent Director: Yes
Possesses accounting and financial expertise: Yes
Possesses professional qualifications: Yes
He is an "Expert Director": Based on the director's declarations, the Company's Board of Directors has determined that the director is an "Expert Director," as the term "Expert Outside Director" is defined in the Companies Regulations (Rules Regarding Compensation and Expenses for an external Director), 5760-2000.
(7) **Employee of the Company, subsidiary, related company, or interested party:** No
(8) **Commencement Date of Office:** November 30, 2020
(9) **Education:**
BA in Economics/Political Science, Tel Aviv University;
MA in Economics, Tel Aviv University.

Employment in the Past Five Years:

Founder of financial consulting firm, Castle Crescent Ltd., since 2018.

Companies in which he serves as a director: None.

- (10) **Is he a relative of another interested party in the Company:** No.
-

G. (1) **Name:** Ruth Solomon

- (1a) **ID No.:** 055621221
(2) **Date of Birth:** December 25, 1958
(3) **Address for Service of Process:** 11 Tashach Street, Zichron Yaakov
(4) **Citizenship:** Israeli
(5) **Membership of Board of Directors' Committees:** No

- (6) **External Director:** No
Independent Director: Yes
Possesses accounting and financial expertise: Yes
Possesses professional qualifications: Yes
 She is an “Expert Director”: Based on the director’s declarations, the Company’s Board of Directors has determined that the director is an “Expert Director,” as the term “Expert Outside Director” is defined in the Companies Regulations (Rules Regarding Compensation and Expenses for an external Director), 5760-2000.
- (7) **Employee of the Company, subsidiary, related company, or interested party:** No
- (8) **Commencement Date of Office:** March 24, 2022
- (9) **Education:**
 BA Economics and Accounting, University of Haifa;
 CPA – Council of Certified Public Accountants;
 Graduate of the Risk Management Course, College of Management Academic Studies, Rishon LeZion;
 Risk Management Course, Tel Aviv University; Total Risk Management in International Oil and Derivative Market, Oxford University; Mediation Course, Israel Bar Association; Mediation Course, Institute of Certified Public Accountants; Valuation Course, Institute of Certified Public Accountants; Course in Real Estate Taxation Law and General Law, Institute of Certified Public Accountants; Advanced Course for Financial Managers, Israel Management Center; Directors Course, CFO Forum and EY.
- Employment in the Past Five Years:**
 Self-employed financial and economic consultant. Independent director at FIBI Holdings Ltd. since 2020.
- Companies in which she serves as a director:** FIBI Holdings Ltd.
- (10) **Is she a relative of another interested party in the Company:** No.
-

- H. (1) **Name:** **Nira Dror**
- (1a) **ID No.:** **052726551**
- (2) **Date of Birth:** November 25, 1954
- (3) **Address for Service of Process:** Dvora Hanevia 7, Ramat HaSharon
- (4) **Citizenship:** Israeli
- (5) **Membership of Board of Directors’ Committees:** Chairwoman of the Audit and Compensation Committee, Member of the Finance and Balance Sheet Committee.
- (6) **External Director:** Yes
Independent Director: Yes
Possesses accounting and financial expertise: Yes
Possesses professional qualifications: Yes
 She is an “Expert External Director”: Based on the declarations of Ms. Nira Dror, the Company’s Board of Directors has determined that he is an “Expert Director,” as the term “Expert Outside Director” is defined in the Compensation Regulations.
- (7) **Employee of the Company, subsidiary, related company, or interested party:** No
- (8) **Commencement Date of Office:** October 11, 2025
- (9) **Education:**
 MBA Business Administration - Tel Aviv University;
 BA Economics - Tel Aviv University;

Certificate - Israeli Insurance Institute -General and Elementary

Companies in which she serves as a director: .

Amot Investments Ltd. - External Director;
Energy Sector - Renewable Energies Ltd. - External Director;
Oil Refineries Group Ltd.;
S. Shlomo Insurance Company Ltd.;
S. Shlomo Holdings Ltd.

(10) **Is she a relative of another interested party in the Company:** No.

26A. Senior Officers of the Company

A. (1) **Name:** Aviad Kaufman, Chairman of the Board (see Regulation 26 above)

B. (1) **Name:** Yoav Doppelt

(1a) **ID No.:** 024074429

(2) **Date of Birth:** December 13, 1968

(2a) **Commencement Date of Office:** July 1, 2019

(3) **Position held in the Company, its subsidiary, related company, or interested party:** President and CEO of the Company since July 1, 2019, and Chairman of the Board of Directors of ICL since the same date.

(4) **Interested party in the Company or relative of another senior officer or interested party in the Company:**
No.

(5) **Education:**

BA in Economics and Management, Technion - The Israel Institute of Technology;
MBA, University of Haifa.

Employment in the Past Five Years:

Director and Chairman of the Board of Directors of OPC Energy (until June 2019); CEO of Kenon (until September 2017); Chairman of the Board of Directors of IC Power Ltd. (until December 2017); Director of ICL Group Ltd. (since December 2018); Chairman of the Board of Directors of ICL Group Ltd. (since July 1, 2019); held various positions in companies within the Kenon Group and in private companies related to the Company's controlling shareholders (until June 2019); Director of Melisron Ltd. (until January 1, 2023); Director of AKVA Group ASA (since October 21, 2021); President and CEO of the Company (since July 1, 2019); provided consulting services of a non-material scope to Ofer Investments (since January 1, 2023); Director at Prodalim Investments Ltd. (since March 2025 and until November 2025).

Companies in which he serves as a director: Headquarters holding subsidiaries of Israel Corporation Ltd.; Chairman of the Board of Directors of ICL Group Ltd.; AKVA Group ASA, Prodalim Investments Ltd.

C. (1) **Name:** Maya Alcheh-Kaplan

(1a) **ID No.:** 29470861

(2) **Date of Birth:** May 5, 1972

(2a) **Commencement Date of office:** March 15, 2010

(3) **Position held in the Company, its subsidiary, related company, or interested party:** Vice President, General Counsel, and Company Secretary

(4) **Interested party in the Company or relative of another senior officer or interested party in the Company:**
No

(5) Education:

Attorney at Law, LLB, Hebrew University;
Graduate of Advanced Management Program, Harvard Business School.

Employment in the Past Five Years: Vice President, General Counsel and Company Secretary;
Director of Oil Refineries Ltd. (until September 2022);

Companies in which she serves as director: None.

D. (1) Name: **Sagi Kabla**

(1a) ID No.: 033221326

(2) Date of Birth: September 25, 1976

(2a) Commencement Date of Office: December 1, 2015

(3) Position held in the Company, its subsidiary, related company, or interested party: CFO and director of the Group's companies as set forth in subsection (5) below

(4) Interested party in the Company or relative of another senior officer or interested party in the Company:
No

(5) Education:

BA in Economics and Accounting, Bar Ilan University;
MBA (Finance), College of Management Academic Studies;
Certified Public Accountant.

Employment in the Past Five Years:

CFO of the Company (since December 2015); Senior Director of Business Development, Strategy, and Investor Relations at the Company; Director of Mars Information Product Group Ltd. (until July 2021); Director of Oil Refineries Ltd. (until September 2022); Director at Prodalim Investments Ltd. (since March 2025 and until December 2025).

Companies in which he serves as a director: Headquarters holding subsidiaries of Israel Corporation Ltd.; ICL Group Ltd..

E. (1) Name: **Shay Ohayon**

(1a) ID No.: 035926021

(2) Date of Birth: September 11, 1979

(2a) Commencement Date of Office: March 31, 2016

(3) Position held in the Company, its subsidiary, related company, or interested party: Company Comptroller.

(4) Interested party in the Company or relative of another senior officer or interested party in the Company:
No

(5) Education:

BA in Business Administration and Accounting, College of Management;
MBA in Business Administration and Finance, College of Management;
Certified Public Accountant.

Employment in the Past Five Years:

Deputy Comptroller; Comptroller of the Company (since March 2016); Director of Mars Information Product Group Ltd. (until July 2021).

Companies in which he serves as a director: None.

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- (1) Name: **Idan Hizki**
(1a) ID No.: 043402395
(2) Date of Birth: October 2, 1981
(2a) Commencement Date of Office: June, 2025
(3) Position held in the Company, its subsidiary, related company, or interested party: Vice president business development; director in Prodalim Investments LTD
(4) Interested party in the Company or relative of another senior officer or interested party in the Company: No
(5) Education:
BA in Business Administration and Accounting, majoring in finance;
Financial risk management, Reichman university

Employment in the Past Five Years:
Vice president business development; VP business development & investor relations; Senior director business development & Investor relations.

Companies in which he serves as a director: Prodalim Investments LTD.
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- G. (1) Name: **Ofer Alkalay**
(1a) ID No.: 024369340
(2) Date of Birth: April 12, 1969
(2a) Commencement Date of Office: June 4, 2015
(3) Position held in the Company, its subsidiary, related company, or interested party: Internal Auditor.
(4) Interested party in the Company or relative of another senior officer or interested party in the Company: No.
(5) Education:
BA in Economics and Accounting, Tel Aviv University;
LLB, Netanya College;
LLM, Bar Ilan University;
CPA, CIA Certified Internal Auditor.
Employment in the Past Five Years:
Partner at Alkalay Monarov & Co. from 2005 to 2020. Since 2021, serves as a partner at O. Alkalay & Co., a firm providing internal audit services to a diverse range of clients across various organizations.

Companies in which he serves as a director: Dead Sea Preservation Government Corporation Ltd. (DSPG).

26B. Independent authorized signatory

See Section 1 of Part E of this Report.

27. Company's auditor

Somekh Chaikin (KPMG), 23 Aranha Street, Tel Aviv.

28. Amendments to the Memorandum of Association or Articles of Association

See Section 29a(3) below.

29. Directors' recommendations and resolutions for 2025

a. Directors' recommendations to the general meeting and their resolutions that do not require approval of the general meeting:

- (1) Payment of dividend or making a distribution, as defined in the Companies Law, by other means, or distribution of bonus shares:
 1. For details regarding the adoption of a Dividend Policy for distribution to the Company's shareholders, see Section 4.1 of Part A of the Report (Description of the Company's Business).
 2. On March 27, 2025, the Company's Board of Directors approved the distribution of a cash dividend to the Company's shareholders in the amount of approximately \$15 million as of the declaration date, in accordance with the principles of the Company's Dividend Policy. For details, see the Company's immediate report dated March 27, 2025 (Reference No.: 2025-01-021584).
 3. On March 25, 2026, the Company's Board of Directors approved the distribution of a cash dividend to the Company's shareholders in the amount of approximately \$13 million as of the declaration date, in accordance with the principles of the Company's Dividend Policy. For details, see the Company's immediate report dated March 25, 2026 (Reference No.: 2026-01-027306).
- (2) Change in registered or issued capital of the Company: For an update regarding the exercise of options, see Section 20 above.
- (3) Amendments to the Memorandum of Association or Articles of Association: On September 18, 2025, the General Meeting approved amendments to the Company's Articles of Association, updating Articles 136 and 137.5 thereof, regarding the terms of exemption and indemnification for the Company's officers. For further details regarding these amendments, see the immediate report dated September 18, 2025 and the notice of meeting report dated August 13, 2025 (Reference Nos.: 2025-01-070687; 2025-01-060353), the details of which are incorporated herein by reference.
- (4) Redemption of redeemable securities, as defined in Section 312 of the Companies Law: None were made during the Reporting Period.
- (5) Early redemption of bonds: None were made during the Reporting Period.
- (6) Transaction not in accordance with market terms between the Company and an interested party therein: None were made during the Reporting Period.

b. Resolutions of the general meeting that were adopted contrary to the directors' recommendations on the matters as set forth in subsection A above: None.

c. Resolutions of the Company's general meeting:

1. **A Special General Meeting held on July 17, 2025:** in which the renewal of the updated remuneration policy for the Company's officers was approved, and an update to the terms of office and employment of the Company's CEO, Mr. Yoav Doppelt, was also approved, in accordance with the updates to the remuneration policy, all as detailed in the notice of general meeting report as published on July 10, 2025 (Ref. No.: 2025-01-051190) .
2. **Annual and Special General Meeting held on September 18, 2025:** at which the following resolutions were approved: **(a)** the reappointment of the Company's auditors and the authorization of the Company's Board of Directors to determine their remuneration; **(b)** the reappointment of the incumbent directors of the Company (excluding the external directors) for an additional term of office; **(c)** the appointment of Ms. Nira Dror as an external director of the Company for a three (3) year term of office, commencing on October 11, 2025, as well as her entitlement to the customary terms of office in the Company and to the grant of letters of exemption and indemnification; **(d)** amendments to the Company's Articles 136-137.5 of the Company's Articles of Association; **(e)** an update to the letters of indemnification for the independent directors of the Company, serving or who will serve from time to time; **(f)** an update to the letter of undertaking for indemnification granted to the CEO of the Company; **(g)** the grant of letters of undertaking for exemption, which include a qualified exemption provision, to the independent directors of the Company, serving or who will serve from time to time and who do not hold an existing undertaking for exemption from the Company ; **(h)** the grant of a letter of undertaking for exemption, which includes a qualified exemption provision, to the Company's CEO, Mr. Yoav Doppelt; **(i)** the extension of the validity and an update to the letters of undertaking for indemnification granted to the directors of the Company in whose matter the controlling shareholders of the Company may be deemed to have a personal interest, serving or who shall serve from time to time; and **(j)** the grant of letters of undertaking for exemption, which include a qualified exemption provision, to the directors of the Company in whose matter the controlling shareholders of the Company may be deemed to have a personal interest, serving or who shall serve from time to time., all as detailed in the notice of the meeting report. For details regarding the Company's immediate reports, see the immediate reports published on August 13, 2025 (Ref. No.: 2025-01-060353) and on September 18, 2025 (Ref. No.: 2025-01-070647).

29A. The Company's resolutions in 2025

Below are details regarding the Company's resolutions in 2025 as set forth below:

- (1) Approval of actions pursuant to Section 255 of the Companies Law: No such actions were taken. For details regarding transactions with controlling shareholders of the Company, see Regulation 22 above.
- (2) Action pursuant to Section 254(a) of the Companies Law that was not approved: No such actions were taken.
- (3) Transactions requiring special approvals pursuant to Section 270(1) of the Companies Law, provided that the transaction is extraordinary as defined in the Companies Law: See the details regarding Regulations 21 and 22 above.
- (4) Exemption, insurance, or undertaking to indemnify an officer as defined in the Companies Law, in effect on the date of the Report: See the details regarding Regulation 22 above and as stated below.

Officers' Liability Insurance¹⁵

On July 17, 2025, the Company approved an updated Compensation Policy (as defined above), which included, *inter alia*, the terms for entering into directors' and officers' liability insurance.

On March 3, 2025, a directors' and officers' liability insurance policy became effective for incumbent officers serving in the Company from time to time. The policy was renewed from time to time for a 12-month period and consists of two layers: a first layer shared with ICL, and a second, separate layer only for the Company. The aggregate insurance coverage under these policies is up to \$200 million within the liability limits set forth in the Compensation Policy. The annual premium paid by the Company during the coverage period is consistent with market terms and is not material to the Company. The policies also include a deductible for the Company, which is not material and varies depending on the cause and location of the claim. Standard exclusions apply, as is customary in similar insurance policies. The terms of the insurance policies are identical for all Company officers, are on market terms, and are not expected to have a material effect on the Company's profitability, assets, or liabilities.

For details regarding the Company's engagement in purchasing insurance policies for directors and officers serving at the Company and as may serve thereat from time to time, see the immediate report dated March 3, 2025 (Reference No.: 2025-01-014095) for the policy in effect from March 3, 2025, for a period of 12 months, and the immediate report dated March 3, 2026 (Reference No.: 2026-01-018685) for the policy approved after the date of the Report and in effect from March 3, 2026, for a period of 12 months.

The engagements in the said insurance policies, as applicable, were made pursuant to the approval of the Company's Audit and Compensation Committee and its Board of Directors and are in accordance with Legal Position No. 101-21 of the Israel Securities Authority regarding compensation policy, the Relief Regulations, and the Company's Compensation Policy.

¹⁵ For details regarding directors and officers insurance arrangements and engagement in insurance policies in previous years, see Regulation 29A in Chapter D (Additional Details on the Company) of the Company's periodic reports for 2023 and 2024.

March 25, 2026

Date

Israel Corporation Ltd.

Names and Positions of Signatories:

Yoav Doppelt, CEO.

Sagi Kabla, CFO.



החברה לישראל בע"מ

מרשם בעלי המניות של החברה

מעודכן ליום: 25/03/2026

מספר מחזיק	שם מחזיק	מדינה	עיר	כתובת	ת.ז או ח"פ	סוג מניה	כמות מניות	ע.ג.	מספר תעודה	אחוז אחזקה	האם המחזיק נאמן	תאריך אחרון בו בוצע שינוי
1021	DAVID & ROSETTE BARCOHANA	ארצות הברית	CALIFORNIA	P.O.BOX 353 BEVERLY HILLS, CA 90213 U.S.A.		מניה רגילה	3,708.00	3,708.00	120	0.04812	לא	30/06/2024
1031	CONG. BNAI ABRAHAM SYNAGOGUE	ארצות הברית	MARYLAND	53 EAST BALTIMORE STREET HAGERSTOWN MD. 21740 U.S.A.		מניה רגילה	84.00	84.00	8	0.00109	לא	30/06/2024
1042	CYRUS COHANIM	ארצות הברית	CALIFORNIA	11514 IOWA AVE # 2 LOS ANGELES., CA 90025 U.S.A		מניה רגילה	924.00	924.00	568	0.01199	לא	30/06/2024
1048	בתיה יצחק זאדה	ישראל	ירושלים	רחוב אהרנפלד נחום 15 פסגת זאבי ירושלים 97556		מניה רגילה	2,778.00	2,778.00	259	0.03605	לא	30/06/2024
1049	GUITY SIMANTOB AND/OR MICHAEL DAVID BOROOKHIM	ארצות הברית	CALIFORNIA	P.O.BOX 2706 BEVERLY HILLS, CA. 90213 U.S.A.		מניה רגילה	1,676.00	1,676.00	155, 275, 109	0.02175	לא	30/06/2024
1051	ELIAS FARYABI	ארצות הברית	CALIFORNIA	8541 ALCOTT ST. #401 L.A. CA 90035 U.S.A.		מניה רגילה	349.00	349.00	477, 476, 475	0.00453	לא	30/06/2024
1056	ALFRED GEBER	ארצות הברית	FLORIDA	3590 S. OCEAN BLVD APT #405 SOUTH PALM BEACH FLORIDA 33480 U.S.A.		מניה רגילה	12.00	12.00	19	0.00016	לא	30/06/2024
1057	DR. IRADJ GHADISHAH &/OR MRS. JANETTE RAHBAN GHADISHAH	ארצות הברית	CALIFORNIA	10660 WILSHIRE BLVD. # 1108 LOS ANGELES, CA. 90024 U.S.A.		מניה רגילה	72.00	72.00	20	0.00093	לא	30/06/2024
1075	R. HENRIQUES JR.** ALTIESELSKABET VARDE BANK	דנמרק	COPENHAGEN K	HOJBRO PLADS 9, P.O.B. 2234 1019 COPENHAGEN K. DENMARK		מניה רגילה	462.00	462.00	24	0.00600	לא	30/06/2024
1077	K. HOURFAR & M. HAKHAMIAN C/O FRED & BIJAN HOURFAR	ארצות הברית	CALIFORNIA	158 N. WILLAMAN DR. BEVERLY HILLS, CA 90211 U.S.A		מניה רגילה	924.00	924.00	26	0.01199	לא	30/06/2024
1078	JACOBSON ALEX (ELIAS) THE LATE C/O MR HENRY JACOBSON	דרום אפריקה	JOHANNESBURG	EXECUTOR OF THE ESTATE POB 1691 , JOHANNESBURG 2000		מניה רגילה	248.00	0.00	658	0.00322	לא	16/11/2025
1089	JOUBIN KALIMIAN	ארצות הברית	NEW YORK	10 RUSSEL WOODS ROAD GREAT NECK N.Y. 11021 U.S.A.		מניה רגילה	84.00	84.00	31	0.00109	לא	30/06/2024
1097	JANET &/OR ROGER NAWY	ארצות הברית	CT	237 Fern St. Apt 307W West Hartford, CT 06119 U.S.A.		מניה רגילה	22.00	22.00	598	0.00029	לא	30/06/2024
1101	VALANTINE LIVIAN & DIANA NAMDAR C/O MOOSA NAMDAR	ארצות הברית	NEW YORK	120-15 84 th AVENUE KEW GARDENS, NEW YORK 11415 U.S.A.		מניה רגילה	144.00	144.00	34	0.00187	לא	30/06/2024
1104	LOUIE PARVIZ / SIMIN / SHERVIN/ DAVID AND MAZIYAR	ארצות הברית	CALIFORNIA	17732 PALORA STREET ENCINO, CA 91316, U.S.A.		מניה רגילה	342.00	342.00	566	0.00444	לא	30/06/2024
1112	ALBERT MASSACHI	ארצות הברית	CALIFORNIA	1206 Lexington Rd Beverly Hills Ca 90210 U.S.A.		מניה רגילה	924.00	924.00	42	0.01199	לא	30/06/2024
1113	JACQUES MASSACHI	ארצות הברית	CALIFORNIA	612 N. Rodeo Dr Beverrly Hills Ca 90210 U.S.A		מניה רגילה	924.00	924.00	43	0.01199	לא	30/06/2024
1114	PARVIN KHORSANDI (MASSACHI)	ארצות הברית	CALIFORNIA	615 N Camden Dr Beverrly Hilla Ca 90210 U.S.A		מניה רגילה	1,938.00	1,938.00	44	0.02515	לא	30/06/2024
1116	ROBERT D. MENKO					מניה רגילה	780.00	780.00	46	0.01012	לא	30/06/2024
1126	DR. EHSAN OLLAH MOSHFEGH & ELHAM MOSHFEGH	ארצות הברית	CALIFORNIA	10701 WILSHIRE BLVD SUITE 1103 LOS ANGELES, CA 90024, USA		מניה רגילה	1,014.00	1,014.00	51	0.01316	לא	30/06/2024
1127	Dr. EHSAN OLLAH MOSHFEGH & MOUSSA MOSHFEGH	ארצות הברית	CALIFORNIA	10701 WILSHIRE BLVD SUITE 1103 LOS ANGELES, CA 90024, USA		מניה רגילה	1,014.00	1,014.00	52	0.01316	לא	30/06/2024
1135	NILS KEVIN JACOBSENS FAMILIEFOND C/O Advokat Fisch-Thomsen	דנמרק	Charlottenlund	Fortunvej 49B 2920 Charlottenlund DENMARK		מניה רגילה	1,098.00	1,098.00	112	0.01425	לא	30/06/2024

מספר מחזיק	שם מחזיק	מדינה	עיר	כתובת	ת.ז או ח"פ	סוג מניה	כמות מניות	ע.ג.	מספר תעודה	אחוז אחזקה	האם המחזיק נאמן	תאריך אחרון בו בוצע שינוי
1142	NARGES FARYABI RAHIMI	ארצות הברית	CALIFORNIA	5301 BALBOA BLVD. APT.#H14 ENCINO, CALIFORNIA, 91316 U.S.A.		מניה רגילה	230.00	230.00	479, 478	0.00299	לא	30/06/2024
1154	ASHER SAFAMANESH** C/O DISCOUNT BANK	ישראל	תל אביב	ROTHSCHILD DRIVE TEL-AVIV, ISRAEL		מניה רגילה	924.00	924.00	63	0.01199	לא	30/06/2024
1160	GUITY SIMANTOB AND/OR GUITA BOROOKHIM	ארצות הברית	CALIFORNIA	P.O.BOX 2706 BEVERLY HILLS, CA. 90213 U.S.A.		מניה רגילה	1,681.00	1,681.00	65, 135, 276	0.02182	לא	30/06/2024
1161	NEDJAT &/or KAMRAN SIMANTOB	ארצות הברית	FLORIDA	3002 LITTLE RD. VALRICO FL 33596 U.S.A.		מניה רגילה	512.00	512.00	136, 66	0.00664	לא	30/06/2024
1164	YAGHOUB & SHAHRAM SOUFERIAN	ארצות הברית	CALIFORNIA	1423 ALLENFORD L A CALIFORNIA, 90049 U.S.A.		מניה רגילה	924.00	924.00	67	0.01199	לא	30/06/2024
1180	YOUSSEF KALATIZADEH	בריטניה	LONDON	Flat 36 Chessington Lodge, Regents Park Road, London, N3 3AA, England, United Kingdom		מניה רגילה	308.00	308.00	297	0.00400	לא	30/06/2024
1181	FARIBA KALATIZADEH	בריטניה	LONDON	Formentor St. Marys Avenue LONDON N3 1SN, ENGLAND, UK		מניה רגילה	308.00	308.00	298	0.00400	לא	30/06/2024
1182	ALBERT KALATIZADEH	ארצות הברית	NEW YORK	186 STEAMBOAT ROAD GREAT NECK, NY 11024 U.S.A		מניה רגילה	308.00	308.00	299	0.00400	לא	30/06/2024
1184	MANOUCHER ZAGHI C/O NISSAN ZAGHI	איראן	SHIRAZ	AV. ANARI STREET LASHGARI N36, SHIRAZ IRAN		מניה רגילה	924.00	924.00	71	0.01199	לא	30/06/2024
1186	DR ROUHOLLAH NEMANIM AND/OR DR MALIHEH TABIBI	ארצות הברית	CALIFORNIA	1138 STANFORD STREET SANTA MONICA, CA 90403 U.S.A		מניה רגילה	507.00	507.00	506	0.00658	לא	30/06/2024
1196	TABIBI DAVOOD	ארצות הברית	NEW YORK	4-5-41 39 THPI APT 6G JUNNY SIDE N.Y. 11104-3557, U.S.A		מניה רגילה	308.00	308.00	383	0.00400	לא	30/06/2024
1198	Rhona Denise Beck	בריטניה	LONDON	66 Chelsea Square Chelsea, London SW3 England		מניה רגילה	4,632.00	4,632.00	574	0.06012	לא	30/06/2024
1204	KOHANIM KIAVASH	ארצות הברית	CALIFORNIA	11514 IOWA AVE #1 LOS ANGELES, CALIFORNIA, 90025 U.S.A		מניה רגילה	924.00	924.00	581	0.01199	לא	30/06/2024
1206	Giberstein Daniel	צרפת	PARIS	47 Avenue du Marecha Lyautey 75016 Paris, France		מניה רגילה	273.00	273.00	627	0.00354	לא	30/06/2024
1207	Shisheneh Ayesheneh	קנדה	Vancouver	2597 Marine Drive, West Vancouver BC CANADA V7V1L5		מניה רגילה	1,014.00	1,014.00	633	0.01316	לא	30/06/2024
2003	יהודה בר-לב	ישראל	תל אביב	רח ברסקי 6 א תל-אביב 69080		מניה רגילה	6.00	6.00	75	0.00008	לא	30/06/2024
2004	ברידא אלון	ישראל	חדרה	ת.ד. 177 חדרה		מניה רגילה	60.00	60.00	76	0.00078	לא	30/06/2024
2015	נוימן דוד	ישראל	ירושלים	רח משה קול 9 ירושלים 9371515		מניה רגילה	6.00	6.00	79	0.00008	לא	30/06/2024
2016	נאמן יהושע	ישראל	גן שמואל	תרעד 1 בדירה 15 רמת גן ישראל		מניה רגילה	480.00	480.00	80	0.00623	לא	30/06/2024
2040	לבנת רז	ישראל	גבעת סביון	הרימון 23 גבעת סביון 55900		מניה רגילה	1.00	1.00	90	0.00001	לא	30/06/2024
2042	דב קוזליק	ישראל	ירושלים	רח מינץ 6 ירושלים		מניה רגילה	6.00	6.00	92	0.00008	לא	30/06/2024
2044	פרידמן דוד	ישראל	רמת השרון	ת.ד. 1443 רמת השרון		מניה רגילה	1.00	1.00	94	0.00001	לא	30/06/2024
2059	נתן פנצר	ישראל	חיפה	ת.ד. 4241, חיפה 31042		מניה רגילה	10.00	10.00	95	0.00013	לא	30/06/2024
2060	ח.ל. ניהול וייעוץ (1986) בע"מ	ישראל	תל אביב	רח ארניא 23, מגדל המילניום תל-אביב		מניה רגילה	60,000.00	60,000.00	432	0.77870	לא	30/06/2024
4009	חברה לרישומים של הבורסה לניירות ערך בת"א בע"מ	ישראל	תל אביב	אחוזת בית 2, תל-אביב		מניה רגילה	4,149,267.00	4,149,267.00	636, 649, 632, 638, 637, 641, 657, 644, 645, 630, 634, 646	53.85087	לא	05/06/2025
4010	חברה לרישומים של הבורסה לניירות ערך בת"א בע"מ - עבור בעל עניין	ישראל	תל אביב	אחוזת בית 2 תל-אביב		מניה רגילה	3,461,798.00	3,461,798.00	631, 643, 660	44.92862	לא	24/11/2025
4013	Bijan Broukhim	ארצות הברית		1521 Lexington Rd., Beverly Hills, CA 90210		מניה רגילה	23.00	0.00	651	0.00030	לא	09/02/2025
4014	Benjamine Broukhim	ארצות הברית		550 south Beverly glen blvd. La ca 90024		מניה רגילה	23.00	0.00	653	0.00030	לא	09/02/2025
4015	Kamran Broukhim	ארצות הברית		comstuck ave. 445 La ca 90024		מניה רגילה	23.00	0.00	655	0.00030	לא	09/02/2025
4016	Behrooz Broukhim -	ארצות הברית		Hartford way. 1002 Beverly Hills ca 90210		מניה רגילה	23.00	0.00	656	0.00030	לא	09/02/2025
4017	Handler Rosemund	דרום אפריקה		Mouille Sands 602, 40 Bay Road, Mouille Point 8005,	A08714570	מניה רגילה	82.00	0.00	659	0.00106	לא	16/11/2025

מספר מחזיק	שם מחזיק	מדינה	עיר	כתובת	ת.ז או ח"פ	סוג מניה	כמות מניות	ע.ג	מספר תעודה	אחוז אחזקה	האם המחזיק נאמן	תאריך אחרון בו בוצע שינוי
				Cape Town , South Africa								
סה"כ							7,705,107.00					



israel corp

***Corporate Governance,
Effectiveness of
Internal Control and Internal
Audit
for the year 2025***

Part E - Corporate Governance, Effectiveness of Internal Control and Internal Audit

Within the framework of the Company's corporate social responsibility, the Company operates according to principles that are intended to ensure the quality and transparency of the Company's decision-making, as detailed below:

Chapter A - Disclosure Regarding Directors and Senior Officers of the Company, Identity of Interested Parties in the Company and Material Decisions

1. Disclosure Regarding Officers and Interested Parties in the Company:

- a. For details regarding the directors and senior officers of the Company, as well as the identity of interested parties in the Company, see Sections 24, 26 and 26A of Part D of this Report (Additional Details on the Company), as well as the Company's immediate report dated October 12, 2026 (T-97) (Reference No.: 2026-01-074827).
- b. As of the date of this Report, the Company does not have an "independent authorized signatory," as defined in Section 37(d) of the Securities Law.

2. Internal Audit:

Below are the details of the internal auditor of the Israel Corporation and the Holding Subsidiaries as of the date of this Report.

Details of the Internal Auditor

- a. Name of the internal auditor: Ofer Alkalay, CPA, economist and jurist (LL.B, LL.M).
- b. Date of commencement of office: June 2015.
- c. Qualifications: The internal auditor is a certified public accountant, a jurist, a partner in an accounting firm, and deals with internal audits at numerous public companies. He holds a B.A. in Economics and Accounting, an LL.B. and LL.M. in Law, and is a Certified Internal Auditor (CIA) licensed by the international Institute of Internal Auditors (IIA).
- d. To the best of the Company's knowledge and as communicated to it by the internal auditor, the internal auditor complies with the provisions of Section 146(b) of the Companies Law, 5759-1999 (the "**Companies Law**") the provisions and conditions stipulated in Sections 3(a) and 8 of the Internal Audit Law, 5752-1992 (the "**Internal Audit Law**"), and the international professional standards of the IIA.
- e. To the best of the Company's knowledge, the internal auditor has no material connections with the Company or with any related entities thereto.¹ To the best of the Company's knowledge, the internal auditor does not hold securities of the Company or of any related entities thereto,

¹ **Related entities** - as the term "related entity" is defined in the Fourth Addendum to the Reporting Regulations.

except for holdings of ICL shares as detailed in the report dated February 4, 2025 (Reference No.: 2025-01-008600). As communicated to the Company, such holdings were made by purchase during trading on the Stock Exchange, by an external portfolio manager at his discretion. The Company believes, based on the internal auditor's declaration and considering the number of ICL shares held, such holdings do not affect the nature of his duties.

- f. The internal auditor is not an employee of the Company and provides internal audit services on behalf of the accounting firm Alkalay & Co., Control and Risk Management. In conducting his audit, the auditor was assisted by a professional team of employees from his firm.

Method of Appointment of the Internal Auditor

The appointment of the internal auditor was approved by the Company's Board of Directors on May 27, 2015, following the approval and recommendation of the Audit Committee on May 25, 2015. Among the reasons for approving the appointment:

- a. The internal auditor possesses extensive education and experience, including: B.A. in Accounting and Economics - Tel Aviv University; LL.B. - College of Management; LL.M. - Bar-Ilan University; licensed CPA - Institute of Certified Public Accountants in Israel; Certified Internal Auditor - CIA.
- b. Considering his education and experience, *inter alia*, the Company believes that the internal auditor is capable of fulfilling the duties, authorities and functions that are imposed upon him in accordance with the law, including in light of the Company's type, its size, scope and complexity of its operations.

Identity of the Internal Auditor's Supervisor

The organizational supervisor of the internal auditor is the Company's CEO, in coordination with the Chairman of the Board of Directors and with the Company's Audit Committee.

Internal Auditor's Work Plan

An annual work plan for 2025 and an annual work plan for 2026 prepared by the auditor was approved in January 2025 and in December 2025, respectively, by the Company's Board of Directors, following approval by the Audit and Compensation Committee.

The internal auditor's annual work plan is determined by the Audit Committee, taking into account, *inter alia*, the following considerations: inherent risks in the Company's operations and the Company's risk survey, experience from prior years, potential for efficiency and savings, regulations and rules applicable to the Company and possible points of exposure identified by the Audit Committee and the Company's Board of Directors, Company's management or the internal auditor on an ongoing basis, as well as its implementation and monitoring thereof, based on the examination of previous audit reports. As a general principle, the work plan includes certain regulatory issues that are examined annually, and all this while taking it into account that ICL, which is a material publicly held subsidiary, has a separate internal auditor and independent audit

committee that operates in accordance with the provisions of the law. The annual audit plan is proposed by the internal auditor, and after its approval by the Audit Committee, it is also brought to the Company's Board of Directors for approval. During the year, if the internal auditor believes that the annual audit plan should be updated, this will be brought for approval by the Audit Committee, and thereafter it will be brought to the attention of the Board of Directors. Additional special emphasis will be given from time to time by the CEO based on ongoing developments and circumstances.

As a general principle, transactions as stated in Section 270 of the Companies Law, in terms of their approval process, are examined by the internal auditor as part of his annual work plan. Similarly, other material transactions, in terms of their approval process, are periodically examined by the internal auditor according to an annual audit plan, not necessarily in the reporting year in which the transaction took place.

Audit of Subsidiaries; Overseas Operations

During the year of this Report, the Company's material holding was ICL, a public company at which internal auditors serve and have separate and independent audit systems. In light of this, the internal auditor prepared audit reports in connection with ICL's audit systems.

The audit plan does not refer to the Company's operations or subsidiaries' operations outside of Israel.

Scope of Engagement

The scope of engagement of the Company's internal auditor and the team of employees reporting to him in 2025 is as set forth below:

Hours devoted to internal audit at the Company in the reporting year^[1]	Total
250	250

[1] It should be clarified that during the reporting year, an internal audit was performed at ICL by its independent and separate internal audit systems. Of the above hours, in 2025 40 hours were devoted to examining ICL's audit systems.

Below are the reasons for determining the scope of engagement of the Company's internal auditor: the scope of engagement is reasonable considering the Company's size, the nature of its operations and business, and considering the internal audit conducted independently at ICL. The Chairman of the Board of Directors and the CEO have the discretion to expand the scope based on the circumstances.

Conducting the Audit

According to the internal auditor's notice, the audit is being conducted in accordance with the requirements of the Internal Audit Law, the Companies Law, international professional guidelines, internal audit standards of the international Institute of Internal Auditors (IIA) and of the Institute

of Internal Auditors in Israel (IIA ISRAEL), special events requiring deviation from the work plans, and requests of the Audit Committee and the Board of Directors. The Board of Directors is satisfied that the auditor has met all the requirements of the standards, guidelines and provisions of law as mentioned above, based on the internal auditor's notice, as submitted to the Board of Directors.

Access to Information

The internal auditor has full, continuous, unrestricted and direct access to the information systems and financial data for the purpose of conducting the audit in accordance with Section 9 of the Internal Audit Law. The Company's management periodically ensures that all of the information required by the internal auditor is transferred to him, including with respect to the subsidiaries.

Reports of the Internal Auditor

Internal audit reports are submitted in writing and discussed on an ongoing basis with the Company's management and the CEO, and they are presented and discussed with the Company's Audit Committee and the Company's Board of Directors. Individual meetings and discussions are also held at the Audit Committee.

The dates on which reports regarding the internal auditor's findings regarding the Company were submitted are as follows: January 2, 2025; November 17, 2025; December 31, 2025.

The dates on which the Audit Committee discussed the internal auditor's reports regarding the Company are as follows: January 2, 2025; November 17, 2025; December 31, 2025.

The Board of Directors' Assessment of the Internal Auditor's Activities

According to the assessment of the Company's Board of Directors and the Audit Committee, which is conducted annually, which includes the year of this Report, the internal auditor's qualifications, his extensive education and team, as well as the scope, nature and continuity of the audit work and his work plan, are reasonable under the circumstances and are sufficient to achieve the Company's internal-audit objectives.

Compensation of the Internal Auditor

The total compensation paid to the internal auditor and his team of employees is based on an agreed hourly rate multiplied by the scope of work hours as determined in the annual work plan. For 2025, the approved scope of hours is 250 hours with an annual budget of approximately NIS 63,000 plus VAT. According to the Board of Directors' assessment, which is conducted annually and which includes the year of this Report, the compensation paid to the internal auditor is reasonable and does not affect the manner in which he exercises his independent professional judgment.

3. **Disclosure Regarding Material Decisions:**

For details regarding material decisions in accordance with Sections 28, 29 and 29A, see the details included in Part D of this Report (Additional Details).

Chapter B - Disclosure Regarding Transactions with Controlling Shareholders of the Company

4. **Controlling Shareholder Transactions:**

4.1. For details regarding transactions with controlling shareholders of the Company, see the details included with respect to Section 22 in Part D of this Report (Additional Details).

4.2. **Negligible Transactions:**

The Company carefully notes the types and characteristics of transactions that it considers as negligible, while specifying the facts, reasons and explanations for this - in accordance with the Board of Directors' decision dated March 24, 2010, as reviewed and approved again by the Board of Directors in March 2019 and in March of each subsequent year, including in March 2026. It is clarified that the definition of negligible transaction below will also apply, with the necessary changes to interested party transactions. It is also clarified that the Company does not refer to transactions of public companies in which it holds interests, *inter alia*, as they are reporting companies in their own right, and it shall report in accordance with their reports, insofar as necessary in accordance with applicable law.

“Negligible transaction” - a transaction that is not an “extraordinary transaction” (as defined in the Companies Law) with a controlling shareholder or a transaction in which the controlling shareholder has a personal interest, provided that such negligible transaction of the Company does not exceed 0.1% of the Company's equity according to the most recent financial statements; and in the event of ongoing transactions (including leases, rentals, etc.) the examination of the transaction amount, for the purposes of the discussed definition, will be conducted according to the transaction amount for one year. Transactions that are classified as a Negligible transaction may include transactions of the types the Company enters into in the ordinary course of business, including, *inter alia*, transactions for the receipt or provision of services, real estate leases, etc.

In the event that the transaction is a “negligible transaction”, the Company will only include the type of the transactions and the aggregate amount thereof in its annual report.

Reasons and explanations: Said transactions are carried out in the ordinary course of the Company's business and on arm's length terms. With respect to the materiality of the transactions – the amount of each such individual transaction does not exceed 0.1% of the

Company's equity. Therefore, the Company considers these as negligible transactions for the Company.

Chapter C - Disclosure Regarding Compensation of Interested Parties and Senior Officers

5. Compensation of Interested Parties and Officers of the Company:

For details regarding the compensation of interested parties and officers, see the details provided in Section 21 in Part D of this Report (Additional Details).

Chapter D - Disclosure Regarding Effectiveness of Internal Control over Financial Reporting and Disclosure (ISOX)

6. Annual Report Regarding Effectiveness of Internal Control over Financial Reporting and Disclosure:

The management, under the supervision of the Board of Directors of Israel Corporation Ltd. (the "**Company**"), is responsible for establishing and maintaining adequate internal control over financial reporting and disclosure in the Company.

6.2. For this purpose, the members of the management are as follows:

1. Yoav Doppelt, Chief Executive Officer;
2. Maya Alcheh-Kaplan, Vice President, General Counsel and Company Secretary;
3. Sagi Kabla, Chief Financial Officer.
4. Idan Hizki, Vice President Business Development

6.3. Internal control over financial reporting and disclosure includes controls and procedures that exist at the Company, which were designed by the Chief Executive Officer and the most senior financial officer, or under their supervision, or by the employees who actually perform said functions, under the supervision of the Company's Board of Directors, which are intended to provide reasonable assurance regarding the reliability of the financial reporting and the preparation of reports in compliance with applicable laws, and to ensure that all information the Company is required to disclose in the reports it publishes pursuant to provisions of the law is collected, processed, summarized, and reported at such time and in such format as required by law.

6.4. Internal control includes, *inter alia*, controls and procedures designed to ensure that information that the Company is required to disclose, as aforesaid, is collected and conveyed to the Company's management, including to the Chief Executive Officer and the most senior financial officer or to the employees who actually perform said functions, in order to enable decision-making at the appropriate time, with reference to the disclosure requirement.

- 6.5. Due to its inherent limitations, internal control over financial reporting and disclosure is not intended to provide absolute assurance that all instances of misrepresentation or omission of information in reports will be prevented or detected.
- 6.6. Under the supervision of the Board of Directors, the management conducted an examination and assessment of the Company's internal control over financial reporting and disclosure as well as its effectiveness. The effectiveness assessment included: mapping and identifying the accounts and business processes that the Company deems to be highly material to financial reporting and disclosure, as well as examining key controls and testing the effectiveness of the controls. The components of internal control included: (1) entity-level controls, including controls over the process of preparing and closing financial reporting and general information system controls; (2) controls over cash flow management; (3) controls over investment management; and (4) controls over debt and credit management and hedging transactions.

Based on the effectiveness assessment as detailed above, the Board of Directors and the Company management have concluded that internal control over financial reporting and disclosure at the Company as of December 31, 2025, is effective.

- 6.7. Auditor's Report: See the Company's consolidated financial statements.
- 6.8. Management Declarations: Attached below (respectively): (a) signed declaration of the Chief Executive Officer; (b) signed declaration of the most senior financial officer.

Declaration of Chief Executive Officer
Pursuant to Regulation 9B(d)(1) of the Securities Regulations (Periodic and Immediate Reports),
5730-1970

I, Yoav Doppelt, hereby declare that:

- (1) I have reviewed the Periodic Reports of Israel Corporation Ltd. (the “**Company**”) for 2025 (the “**Reports**”);
- (2) To my knowledge, the Reports do not contain any misrepresentation of a material fact and do not lack a representation of any material fact that is necessary so that the representations included therein, in view of the circumstances under which such representations were included, will not be misleading in relation to the Reporting Period;
- (3) To my knowledge, the financial statements and other financial information included in the Reports fairly represents, in all material aspects, the financial position, results of operations, and cash flows of the Company as of the dates and for the periods to which the Reports relate;
- (4) I have disclosed to the Company’s auditor, to the Board of Directors and to the Audit and Financial Statements Committees of the Company, based on my most recent assessment regarding internal control over financial reporting and disclosure, the following:
 - (a) all significant deficiencies and material weaknesses in the determination or operation of internal control over financial reporting and disclosure that could reasonably be expected to adversely affect the Company’s ability to collect, process, summarize, or report on financial information in a manner that could cast doubt on the reliability of the financial reporting and the preparation of the financial statements in accordance with the provisions of the law; and
 - (b) any fraud, whether material or immaterial, in which the Chief Executive Officer or his direct reports are involved or other employees who have a significant role in internal control over financial reporting and disclosure are involved;
- (5) I, alone or together with others in the Company:
 - (a) have established controls and procedures, or ascertained the establishment and existence thereof under my supervision, designed to ensure that material information relating to the Company, including its consolidated companies as defined in the Securities Regulations (Annual Financial Statements), 5770-2010, is brought to my attention by others in the Company and at the consolidated companies, particularly during the period of the preparation of the Reports;
 - (b) have established controls and procedures, or ascertained the establishment and existence thereof under my supervision, designed to reasonably ensure the reliability of the financial reporting and the preparation of the financial statements in accordance with the provisions of the law, including in accordance with generally accepted accounting principles; and
 - (c) have assessed the effectiveness of the internal control over financial reporting and disclosure, and presented in this Report the conclusions of the Board of Directors and the management regarding the effectiveness of such internal control as of the date of the Reports.

Nothing stated above derogates from my responsibility or the responsibility of any other person, under any law.

Date: March 25, 2026

Yoav Doppelt, CEO

Declaration of the Most Senior Financial Officer
Pursuant to Regulation 9B(d)(2) of the Securities Regulations (Periodic and Immediate Reports),
5730-1970

I, Sagi Kabla, hereby declare that:

- (1) I have reviewed the financial statements and other financial information included in the reports of Israel Corporation Ltd. (the “**Company**”) for 2025 (the “**Reports**”);
- (2) To my knowledge, the financial statements and other financial information included in the Reports do not contain any misrepresentation of a material fact and do not lack a representation of any material fact that is necessary so that the representations included therein, in view of the circumstances under which such representations were included, will not be misleading with reference to the Reporting Period;
- (3) To my knowledge, the financial statements and other financial information included in the Reports fairly represents, in all material aspects, the financial position, results of operations and cash flows of the Company as of the dates and for the periods to which the Reports relate;
- (4) I have disclosed to the Company auditor, to the Board of Directors and to the Audit and Financial Statements Committees of the Company, based on my most recent assessment regarding internal control over financial reporting and disclosure, the following:
 - (a) all significant deficiencies and material weaknesses in the determination or operation of internal control over financial reporting and disclosure insofar as it relates to the financial statements and other financial information included in the Reports, that could reasonably be expected to adversely affect the Company’s ability to collect, process, summarize or report on financial information in a manner that could cast doubt on the reliability of the financial reporting and the preparation of the financial statements in accordance with the provisions of the law; and
 - (b) any fraud, whether material or not material, in which the Chief Executive Officer or his direct reports are involved or other employees who have a significant role in internal control over financial reporting and disclosure are involved;
- (5) I, alone or together with others in the Company:
 - (a) have established controls and procedures, or ascertained the establishment and existence thereof under my supervision, designed to ensure that material information relating to the Company, including its consolidated companies as defined in the Securities Regulations (Annual Financial Statements), 5770-2010, insofar as it is relevant to the financial statements and other financial information included in the Reports, is brought to my attention by others in the Company and at the consolidated companies, particularly during the period of the preparation of the Reports;
 - (b) have established controls and procedures, or ascertained the establishment and existence thereof under my supervision, designed to reasonably ensure the reliability of the financial reporting and the preparation of the financial statements in accordance with the provisions of the law, including in accordance with generally accepted accounting principles; and
 - (c) have assessed the effectiveness of the internal control over financial reporting and disclosure, insofar as it relates to the financial statements and other financial information included in the Reports as of the date of the Reports; my conclusions regarding my assessment as stated were brought to the Board of Directors and to the management and are incorporated in this Report.

Nothing stated above derogates from my responsibility or the responsibility of any other person, under any law.

Date: March 25, 2026

Sagi Kabla, CFO

Chapter E - Disclosure Regarding the Auditor

7. Auditor (the “Auditor”):

(1) Name of the Auditor: KPMG (Somekh Chaikin) CPAs.

(2) The total fees paid to the Auditor for audit services, services related to the audit, including tax services related to the audit, and other services for 2025 and 2024 are as follows:

		2025		
		Name of CPAs	Audit services, services related to audit, including tax services related to audit	Other services²
			USD millions	USD millions
The Company and Holding Subsidiaries		KPMG	0.22	0.1
		Other CPAs	-	0.13
ICL Group		KPMG and others	5.7	-
		2024		
		Name of CPAs	Audit services, services related to audit, including tax services related to audit	Other services³
			USD millions	USD millions
The Company and Holding Subsidiaries		KPMG	0.27	0.08
		Other CPAs	-	0.315
ICL Group		KPMG and others	6.09	-

(3) The Auditor’s fee was discussed at the Finance and Balance Sheet Committee and approved by the Company’s Board of Directors. The fee was determined in negotiations between the Company’s management and the Auditor, with reference to market prices, scope of work, nature of work, and past experience. The Company’s Board of Directors was authorized by the Company’s annual general meeting to determine the Auditor’s fee.⁴

² Other services primarily include: tax consulting and special work on ongoing matters.

³ Other services primarily include: special work on ongoing matters.

⁴ See the Company’s reports dated March 22, 2023, May 1, 2023, June 23, 2024, and July 29, 2024 (Reference No.: 2023-01-030078, 2023-01-046686, 2024-01-063385 and 2024-01-080437), incorporated by reference. For additional details regarding the Auditor’s fees at ICL, see also Section 16.C of ICL’s 2023 report (in a convenience translation to Hebrew), which is included in the Company’s immediate report dated March 25, 2024 (Reference No.: 2024-01-030798), and

Chapter F - Corporate Governance

8. The Company's Board of Directors:

8.1 Independence of the Board of Directors

The Company maintains separation between the identity and duties of the Chairman of the Board of Directors and those of the CEO, as well as separation between the duties of the Board of Directors and those of the Company.⁵ The directors (except for the external directors whose appointment is determined by law for a three-year term)⁶ are elected by the annual general meeting.⁷ The independence of the directors' discretion, in accordance with the provisions of the law, is set forth in the Corporate Governance Procedures adopted by the Company as stated in Section 9.2 below.

8.2 Independent Directors

In addition to the external directors Mr. Yaakov Amidror (served until October 2025), Ms. Nira Dror (serving as of October 2025) and Dr. Joshua Rosensweig, Ms. Tali Bellish-Michaud has served as an independent director of the Company since September 11, 2019; Mr. Victor Shohet has served as an independent director of the Company since November 30, 2020; and Ms. Ruth Solomon has served as an independent director of the Company since March 24, 2022.⁸

As of the date of this Report, the Company's Articles of Association do not include a provision regarding the percentage of independent directors.

Section 16.C of ICL's 2024 report (in a convenience translation to Hebrew) which is included in the Company's immediate report dated March 23, 2025 (Reference No.: 2025-01-019138).

⁵ This separation of duties is set forth in the Corporate Governance Procedures adopted by the Company as stated in Section 9.2 below.

⁶ On May 1, 2023, the Company's general meeting approved the appointment of Dr. Joshua Rosensweig as an external director of the Company for an additional three-year term. For details, see the Company's reports dated April 18, 2023, and May 1, 2023 (Reference Nos.: 2023-01-036436 and 2023-01-046686); On September 21, 2022, the Company's general meeting approved the appointment of Mr. Yaakov Amidror as an external director of the Company for an additional three-year term (who served until October 2025 as an external director of the Company) On September 18, 2025, the Company's general meeting approved the appointment of Ms. Nira Dror as an external director of the Company for first term of three-year term. For details, see the Company's reports dated August 13, 2025 and September 18, 2025 (Reference Nos.: 2025-01-060353 and 2025-01-070647). For details regarding Mr. Amidror, Dr. Rosensweig and Ms. Nira Dror, see Section 26 of Part D of this Report (Additional Details on the Company).

⁷ In accordance with the Company's Articles of Association, the Board of Directors may, from time to time, appoint an additional director or directors to the Company until the annual meeting to be held after his appointment, all subject to, and in accordance with, the provisions of Article 86 of the Company's Articles of Association. On July 29, 2024, the annual general meeting approved the appointments of the directors serving at the Company as of said date (except for the external directors) for an additional term within the framework of an annual general meeting. For details, see the Company's reports dated August 13, 2025 and September 18, 2025 (Reference Nos.: 2025-01-060353 and 2025-01-070647), incorporated by reference.

⁸ For details regarding the independent directors, Ms. Bellish-Michaud, Mr. Shohet and Ms. Solomon, see Section 26 of Part D of this Report (Additional Details on the Company).

8.3 Directors with Accounting and Financial Expertise

- 8.3.1 The Board of Directors determined that the required minimum number of directors with accounting and financial expertise pursuant to Section 92(a)(12) of the Companies Law, is two. The Board of Directors determined this minimum number, considering the Company's type, its size, the scope of the Company's operations and the complexity of its operations.

The Board of Directors believes that this number enables the Board of Directors to fulfill the obligations imposed upon it in accordance with the law and the documents of incorporation, and particularly in relation to its responsibility to examine the Company's financial position and to prepare and approve the financial statements. In making this determination, the Board of Directors considered the Company's size, the risks to which the Company is exposed, the control systems that currently exist at the Company - both internal control and audits by the auditors, the existence of boards of directors at subsidiaries with skilled and professional teams that examine the operations at each company and ensure that the Company is correctly described in the financial statements of its subsidiaries. In assessing the accounting and financial expertise of the directors, the overall considerations included, *inter alia*, their education, their experience and also their knowledge and familiarity with the following topics: the Auditor's audit plan; accounting issues and control issues typical of the Company's operations; the Auditor's role, the obligations imposed upon him and the relationship between a reasonable director and the Auditor; the processes of preparing and approving financial statements according to law and according to the Company's procedures and the internal control system existing at the Company.

- 8.3.2 As of the date of this Report, out of the eight members of the Company's Board of Directors, Six directors have accounting and financial expertise. For details regarding the directors Mr. Aviad Kaufman, Dr. Joshua Rosensweig, Ms. Tali Bellish-Michaud, Mr. Victor Shohet, Ms. Ruth Solomon and Ms. Nira Dror, who have been classified as directors with accounting and financial expertise – see Section 26 of Part D (Additional Details on the Company).

8.4 Oversight by the Board of Directors

In 2025, the Company's Board of Directors convened 11 meetings, and the Board of Directors committees convened 13 meetings.

Each year, the Company's Board of Directors holds detailed discussions regarding its annual budget, annual work plan, approval of periodic reports and annual and quarterly financial statements. Throughout the year, the Board of Directors convenes periodically to

meet with the Company's management, which presents updates on activities related to material matters.

8.5 Board of Directors Committees

Two committees appointed by the Company's Board of Directors operated during the Reporting Period, and the Company's Board of Directors appoints, from time to time at its discretion, ad hoc committees dealing with special matters. Below are details regarding Board of Directors committees:

Audit and Compensation Committee: Ms. Nira Dror (external director) serves as chairperson of the Company's Audit and Compensation Committee. As of the date of this Report, the Company's Audit and Compensation Committee consists of three members, all of whom were classified as independent directors, including the external directors serving at the Company. The functions of the Company's Audit and Compensation Committee are in accordance with the provisions of Sections 117 and 118B of the Companies Law. Additionally, the Company's Audit and Compensation Committee conveys its recommendations to the Company's Board of Directors, *inter alia*, on the following topics: (a) risk management policy; and (b) the identity of the internal auditor, the scope of hours for the annual audit, the internal auditor's compensation and the annual audit plan. Similarly, the Company's Audit and Compensation Committee discuss the internal auditor's reports.

Finance and Balance Sheet Committee: The Committee for examining the Company's financial statements (the "**Finance and Balance Sheet Committee**") is a separate committee, which does not also serve as the Company's Audit and Compensation Committee. As of the date of this Report, the Finance and Balance Sheet Committee consists of four members, as follows: (1) Dr. Joshua Rosensweig, Committee Chairman - external director; (2) Nira Dror - external director; (3) Tali Bellish-Michaud - independent director; (4) Victor Shohet - independent director. All Finance and Balance Sheet Committee members have made declarations in accordance with the Companies Regulations (Provisions and Conditions Regarding the Process of Approving the Financial Statements), 5770-2010, as required prior to appointments. Additionally, the Board of Directors has authorized the Finance and Balance Sheet Committee to discuss the financial statements and to recommend their approval.

9. **Code of Ethics, Company Procedures and Internal Enforcement Programs**

As part of the Company's commitment to excellence, the Company has adopted a Code of Ethics together with a series of procedures and enforcement programs, as follows:

9.1 **Code of Ethics**

In February 2011, the Company's Board of Directors adopted a Code of Ethics, which sets forth the rules of proper conduct for the Company and its employees. The Code is based on five fundamental principles, as follows:

- a. Respect for the Law;
- b. Business integrity - conducting business honestly;
- c. Respect for others - employees, suppliers, customers and service providers;
- d. Proper use of the Company's assets and protection thereof; and
- e. Working in accordance with the enforcement plans and procedures, as a basis for organizational excellence.

Additionally, in August 2024, the Company adopted a policy with respect to receiving gifts and benefits.

The Code of Ethics applies to all of the Company's employees, members of management and members of its Board of Directors.

9.2 **Corporate Governance Procedures**

In February 2011, the Company adopted a series of procedures in connection with corporate governance, as updated from time to time, including:

- a. A Board of Directors procedure (including an update during 2015);
- b. Procedures relating to the authorities and duties of certain Board of Directors committees;
- c. Procedure for making donations to entities in which interested parties in the Company or their relatives are active;
- d. A Board of Directors self-assessment questionnaire procedure;
- e. Procedure for handling employee complaints (hotline);
- f. Framework for identifying interested party transactions; updated in March 2016 and March 2019; and
- g. Additional procedures adopted periodically designed to support and regulate the work of the Board of Directors and the Company's management.

9.3 Internal Enforcement Programs

The Company maintains an internal compliance system to ensure adherence to all relevant legal provisions. Internal compliance programs have been developed and are operated in areas such as antitrust, securities laws and the prevention of sexual harassment. In March 2026, the Company held its annual training day for managers and employees, presenting the compliance programs and explaining relevant legal provisions and compliance methods. To that end, the CEO emphasized to managers and employees the importance he sees in maintaining and fulfilling all of the provisions of the compliance programs.

The Company's Community Social Involvement - Charitable Donations

The Company's total donations during the year of this Report amounted to NIS 2,060,900.

During the year of this Report and up to the date of this Report, the Company made donations to organizations engaged in community social activities, either alone or together with other companies in the Group (and/or companies related to interested parties in the Company), as follows:

A donation in a total amount of NIS 1,800,000 was made in 2025 to the "*Sisma Lekol Talmid*" (Password for Every Student) project, in which Companies related to the Company and to its controlling shareholders also make donations to the project, and officers of the Company are the Company's representatives on the project's steering committee – without a salary. It should also be noted that a relative of Mr. Yaakov Amidror (who served until October 2025 as an external director of the Company) is employed at Matan, which is a non-profit organization through which the donation is transferred to the *Sisma Lekol Talmid* project. It should be noted that the donation was transferred to *Sisma Lekol Talmid* through Matan, even prior to Mr. Amidror's appointment as external director.

It should be noted that following the onset of the war in October 2023, the Board of Directors approved an additional donations budget framework for the benefit of causes related to assisting Israel's war effort and the victims of the war, including donations to entities, non-profit organizations, and organizations operating in connection with assistance and strengthening in the areas of security and Israel Defense Forces units, assistance to soldiers after completing their compulsory military service, assistance in conflict zones, community strengthening, welfare and health, assistance to businesses and more. During the year of this Report, out of the framework budget determined as stated, a total amount of NIS 100,000 was donated to said entities.⁹

⁹ The said amount was donated to a non-profit organization connected to an IDF unit in which a family member of a Company officer served, for the purpose of granting scholarships to veterans of the combat unit. Additionally, the Company committed to making a donation in an identical amount in 2025 and an identical amount in 2026 to the said cause. The said family member of a Company officer will not benefit from these scholarships.