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Israel Corporation Ltd.

Registrar Number: 520028010

Form 046

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

Public

Sort name: Israel Corporation

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

Tel: 03-6844517, 6844500, Fax: 03-6844587

Email: NOGAY@ISRAELCORP.COM

Date of Transmission: 09/09/2009

Reference: 2009-01-227796

To:

To:

The Securities Authority

The Tel Aviv Stock Exchange

www.isa.gov.il

www.tase.co.il

Immediate Report on the Convening of a Meeting

Regulation 36B (a) and 36C of the Securities Regulations (Periodic and Immediate Reports),
5700 -1970

Explanation: In the event any of the items on the agenda of the meeting is the approval of a transaction with a holder of control or the approval of an exceptional proposal, Form 133 or 138, respectively must be filled.

1. On: 08/09/2009 it was resolved to call a special meeting.

Stock Exchange security number entitling its holder to participate at meeting 576017, to be convened on Wednesday, Date: 14/10/2009 at 16:00.

Address: 23 Aranha Street, Millennium Tower, Tel Aviv.

2. The effective date for determining entitlement to participate in and vote at the meeting: 15/09/2009.

3. On the agenda:

- Approval of actions or transactions requiring approval pursuant to Sections 255, 262 or 268 -275 of the Companies Law, 5759 – 1999 (hereinafter: the “Companies Law”);
- A resolution pursuant to Section 121 (c) of the Companies Law authorising of the Chairman of the Board of Directors to fulfil the position of the CEO or to exercise his powers;
- Approval of changes to the reporting format pursuant to Section 35B of the Securities Law;
- Merger pursuant to Section 320 of the Securities Law;

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- An arrangement pursuant to Section 350 of the Companies Law;
- The appointment or dismissal of a director;
- The appointment of an outside director;

Is the appointment of the outside director in accordance with Section 239(d) of the Companies Law: _____

Explanation: Section 239(d) of the Companies Law provides that "in a company where, at the time of appointment of the outside director all members of the board of directors are of the same gender, the appointed outside director will be of the opposite gender."

Proposed terms of tenure and employment for the outside director: _____

- Other matters:

1. <i>See the attached herewith</i>

Details relating to the items on the agenda:

See the attached herewith

{Attached pdf file}

Explanation: The detailing of the subjects will include the principal facts needed in order to properly understand any matter requiring voting at the meeting.

The wording of the proposed resolutions or a brief description of their principles:

See the attached herewith

{Attached pdf file}

Will, to the best knowledge of the Company, the holder of control in the Company hold, at the effective date for the convening of the general meeting, shares conferring the required rate needed to adopt all the resolutions on the agenda of the general meeting, on the assumption that all the other shareholders will participate in the vote and that they will all vote against it: *No*

4. Attached: Wording of a written vote Statement of position Statement of the nominated to serve as a director in the corporation.

{Attached pdf file}

Explanation: if a written vote and/or a statement of position is attached, one must ensure that they have been prepared in accordance with the Companies Regulations (Written Vote and Statements of Position), 5766 – 2005.

Internet website address where voting may be done: _____

Explanation: This field must be filled in if the Company allows voting through the internet pursuant to Regulation 5 (c) of the Companies regulations (Written Vote and Statements of Position), 5766- 2005:

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The e-mail address to which a stock exchange member may deliver material which he is required to provide to the Company pursuant to Regulation 4 (c) (1) of the Companies regulations (*Written Vote and Statements of Position*), 5766 – 2005:

-
5. The quorum for the holding of the meeting:

See the attached report.

6. In the absence of a quorum, the adjourned meeting will be held on: 21/10/2009, at 16:00.

Address: *23 Aranha Street, Millennium Tower, Tel Aviv*

7. The place and times at which the proposed resolution for which the wording has not been provided in full in the details of the above agenda, may be viewed:

See the attached herewith.

Reference of former documents in this regard (referring does not constitute incorporation by reference):

Former name of reporting entity:

The Israel Corporation Ltd.

Form structure updated 12/07/2009

Name of Electronic Reporter: Noga Yatziv. Position: Company's Secretary.

Aranha 23, Millennium Tower, Tel Aviv 61204. Phone – 03-6844517, Fax: 03-6844587, e-mail – nogay@israelcorp.com

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Israel Corporation Ltd.

Registrar Number: 520028010

Form 133

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

Public

Sort name: Israel Corporation

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

Tel: 03-6844517, 6844500, Fax: 03-6844587

Email: NOGAY@ISRAELCORP.COM

Date of Transmission: 09/09/2009

Reference: 2009-01-227802

To:

To:

The Securities Authority

The Tel Aviv Stock Exchange

www.isa.gov.il

www.tase.co.il

Immediate Report on a Transaction between a Company and a Controlling Shareholder therein

According to Regulation 2 of the Securities Regulations (a Transaction between a Company and a Controlling Shareholder therein), 5761-2001

1. An Immediate Report on a transaction between a company and a controlling shareholder therewith is submitted herewith. *{Attached pdf file}*
2. The date of transaction's approval by the board of directors *08/09/2009*.
3. Type of the transaction

<u>No</u>	<u>Type of Transaction</u>
1	<i>Other</i> <i>See the attached report</i>

4. Financial Statements according to regulation 6(f) have not been attached to the report; Name of CPA _____

A Review/ Opinion of a CPA for the attached Financial Statements, is identical to the originally signed copy that was submitted to the Company.

If Financial Statements have not been attached, the reason shall be specified *the corporation is a public company* _____

5. Professional opinions have not been attached to the report

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6. Date of the meeting convening: 14/10/2009 at 16:00.
Address: 23 Aranha Street, Millennium Tower, Tel Aviv.
7. Stock Exchange security number entitling its holder to participate at meeting 576017,_____.
8. The effective date for determining entitlement to participate in and vote at the meeting: 15/09/2009.
9. Details on the Company's representative with regard to dealing with the transaction report, including the address of his office and the telephone and fax number

Advocates Zvi Ephrat, and/or Guy Ne'eman, from Gornitzky & Co 45 Rothschild Blvd, Tel-Aviv

10. Attached: Wording of a written vote Statement of position

{Attached pdf file}

Internet website address where voting may be done: _____

The e-mail address to which a stock exchange member may deliver material which he is required to provide to the Company pursuant to Regulation 4 (c) (1) of the Companies regulations (*Written Vote and Statements of Position*), 5766 – 2005:

Reference of former documents in this regard (referring does not constitute incorporation by reference):

Former name of reporting entity:
The Israel Corporation Ltd.

Form structure updated 12/07/2009

Name of Electronic Reporter: Noga Yatziv. Position: Company's Secretary.
Aranha 23, Millennium Tower, Tel Aviv 61204. Phone – 03-6844517, Fax: 03-6844587,
e-mail – nogay@israelcorp.com

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ISRAEL CORPORATION LTD.

WRITTEN VOTE

Pursuant to the Companies Regulations (Written Vote and Statements of Position), 5766 - 2005 (hereinafter: "the Voting Regulations")

First Part

1. **Company Name:** Israel Corporation Ltd. (hereinafter: "**the Company**").
2. **Type of Meeting, time and place of its convening:** Special General Meeting which is to be held at the Company's offices at 23 Aranha Street (Millennium Tower), Tel Aviv, on October 14, 2009 at 16:00 (hereinafter: "**the Meeting**") and at every adjourned meeting.
3. **Details of the Issues on the Agenda for which Voting May Be Made through the Written Vote:**

On the Agenda:

Approval of actions, transactions and engagements with respect to the formulating of an Agreed Restructuring Plan for Zim Integrated Shipping Services Ltd. ("**Zim**"), as stated in Section 2 of the Immediate Report (Transaction Report) which was published by the Company simultaneously with the publication of this Written Vote ("**Transaction Report**").

A Brief Description of the Main Points of the Proposed Resolution:

Approval of the actions, transactions and engagements as specified in section 2 of the Transaction Report, as one piece, and the approval of all the actions involved in connection therewith or with their execution.

4. **Viewing of Documents:** Shareholders of the Company can view the Transaction Report and the other documents regarding the proposed resolution of the General Meeting, at the Company's offices, Sunday through Thursday, between the hours 09:00 - 16:00 after prior coordination at telephone 03-6844500, and on the website of the Securities Authority and the Tel Aviv Stock Exchange Ltd., as provided below.

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5. **The Required Majority:**

The majority required at the meeting to approve the said resolution is a majority of the votes of those present at the meeting, by themselves or by a Proxy instruments, who are entitled to attend the vote, provided one of the following will obtain: (a) on reckoning votes of the majority at the special meeting there will be included at least one third of all the votes of the shareholders not having a personal interest in approving the resolution in question, and who are present at the meeting; on reckoning all the votes of those shareholders, abstentions will not be taken into account; (b) the total number of votes of those opposing from among the shareholders mentioned in sub-paragraph(a) above, will not exceed the rate of 1% of all the voting rights in the Company.

6. **Personal Interest:**

In the second part of the written vote, a place is left to mark whether a shareholder has a personal interest in the said vote and for a description of the nature of the personal interest. Where a shareholder has not marked the said place or not described the nature of the personal interest, his vote will not be taken into account.

7. **Validity of the Written Vote**

7.1 The written vote will only be valid if confirmation of ownership of the unregistered shareholder is attached to it (that is to say, someone in whose favor the shares are registered with a stock exchange member and those shares are included amongst the shares registered in the shareholders' register in the name of a nominee company), or a photocopy of an identity card, passport or certificate of incorporation, as the case may be, if the shareholder is registered in the Company's books.

7.2 This written vote, plus the documents attached to it, must be delivered to the Company's offices up to 10:00 of the day of the meeting. In this matter the time of the delivery is the time at which the written vote and the documents attached to it reach the Company's offices.

8. **The Company does not allow voting through the Internet.**

9. **The address for the delivery of the written votes and statements of position:** At the Company's offices, at 23 Aranha Street (Millennium Tower), Tel Aviv.

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10. **The last day for the delivering of the statements of position:** Statements of position of a shareholder may be submitted up to 10 days after the Effective Date for the determining of entitlement of a shareholder in the Company to vote at a general meeting, as stipulated in Section 182 of the Companies Law, which is on September 15, 2009. A statement of position which will include the response of the Company's board of directors may be submitted by no later than five days after the last date for the sending of position statements by shareholders as stated above.
11. **The addresses of the distribution Web site and the Internet Web site of the stock exchange on which the written votes and the position statements are to be found:**
 - The distribution Internet Web site of the Securities Authority: www.magna.isa.gov.il
 - The Internet Web site of the stock exchange: maya.tase.co.il
12. **Additional comments as required under the Voting Regulations:**
 - 12.1 A shareholder is entitled to receive the confirmation of ownership, as defined in Section 71 of the Companies Law, at a branch of a stock exchange member or to be sent by mail, if he requests this. A request in this matter will be given in advance to a specific securities account.
 - 12.2 A shareholder who is not registered is entitled to receive a link by e-mail, without charge, of the wording of a written vote and statements of position on the distribution site from a stock exchange member through which he holds his shares, unless he has notified the stock exchange member that he is not interested in receiving such links or that he is not interested in receiving statements votes by mail in consideration for payment; his notice in the matter of the written vote will also apply in the matter of receiving the statements of position.
 - 12.3 One or more shareholders holding shares at a rate that constitutes 5% or more of the total of the voting rights in the Company and also anyone holding the said rate out of the total of all the voting rights which are not held by a holder of control in the Company, as defined in Section 268 of the Companies Law, is entitled to view the written vote as detailed in Regulation 10 of the Voting Regulations.

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- 12.3.1 As of the date of the sending of this written vote, the quantity of shares constituting 5% of the total of voting shares in the Company is: 380,882 ordinary shares at a par value of NIS 1 each of the Company.
- 13.3.2 As of the date of the sending of this written vote, the quantity of shares constituting 5% of the total of the voting shares in the Company which are not held by a holder of control in the Company are: 171,253 ordinary shares at a par value of NIS 1 each of the Company.
- 12.4 A shareholder will indicate the manner of his vote regarding every issue on the agenda and for which he can vote through this written vote, in the second part of the written vote.

**

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ISRAEL CORPORATION LTD.

WRITTEN VOTE

Pursuant to the Companies Regulations (Written Vote and Statements of Position), 5766 - 2005 (hereinafter: "the Voting Regulations")

Second Part

Part A:

1. **Company Name:** Israel Corporation Ltd. (hereinafter: "The Company").
2. **Company No.:** 52-002801-0
3. **Company Address (for delivery and dispatch of written votes):** 23 Aranha Str. (Millennium Tower), Tel Aviv.
4. **The Time of the meeting:** on October 14, 2009 at 16:00 and any adjourned meeting.
5. **Type of meeting:** Special General Meeting.
6. **The effective date:** on September 15, 2009
7. **Voting on the internet:** The Company does not allow voting over the internet.

Part B (to be filled in by the shareholders);

1. **Shareholder's Details**

1.1 Shareholder's name: _____

1.2 ID No.: _____

1.3 Passport No. (if the shareholder does not hold an Israeli ID card):

1.4 The country in which the passport was issued (if the shareholder does not hold an Israeli ID card): _____

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1.5 The passport is valid until (if the shareholder does not hold an Israeli ID card):

1.6 The corporation No. (if the shareholder is a corporation): _____

1.7 The country of incorporation (if the shareholder is a corporation): _____

2. **Manner of Voting**

The Subject on the Agenda	The Manner of the Voting ¹			Are You a Holder of control or Someone on His Behalf ²	
	For	Against	Abstain	No	Yes*
Approval of actions, transactions and engagements with respect to the formulating of an Agreed Restructuring Plan for Zim, as stated in Section 2 of the Immediate Report (Transaction Report) which was published by the Company simultaneously with the publication of this Written Vote					

*** Please specify the nature of the relevant link:**

3. **Notes Pursuant to the Voting Regulations:**

¹ Not filling in this part will be deemed as abstention from voting on the subject.

² A vote of a shareholder who has not filled this column or who has filled it in “yes” without specifying, will not be counted.

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- A. Shareholders holding shares through a stock exchange member (pursuant to Section 177 (1) of the Companies Law, 5759 – 1999) - this written vote is only valid if confirmation of ownership is attached.
- B. For shareholders registered in the Company's register of shareholders – a valid written vote together with a copy of a ID card/passport/ certificate of incorporation.

Date: _____

Shareholder's Signature