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FOR IMMEDIATE RELEASE

## **OIL REFINERIES' MAJOR SHAREHOLDERS AMEND CONTROL AGREEMENT FOLLOWING IMPENDING ACQUISITION BALANCE OF CARMEL OLEFINS**

**Haifa, Israel, November 3, 2009 - Oil Refineries Ltd. (TASE: ORL.TA) (hereinafter: the "Company", "ORL"),** Israel's largest oil refiner, announced today that, following its announcement of October 28, 2009 with regards to the signing of the agreement with Israel Petrochemical Enterprises Ltd. (hereinafter: "IPE") to acquire IPE's share in Carmel Olefins Ltd. (hereinafter: "CAOL"), in exchange for the Company's allocating 17.75% of its issued share capital (following the transaction)<sup>1</sup>, its major shareholders', the Israel Corporation Ltd. (hereinafter: "Israel Corp.") and IPE, have signed an addendum to the Joint Control Agreement signed June 5, 2009.

The Addendum is subject to receipt of the Israeli Ministers' approval to the Addendum under the Government Companies' Decree (Definition of National Government Interests in Oil Refineries Ltd., 2007), and the control permits granted under it, as well as the allocation to IPE of 431,610,944 of ORL's shares, representing 17.75% of the Company's issued and outstanding share capital, under the above said agreement signed October 27, 2009.

The Addendum addresses the definition of core controlling shares whereby the core controlling shares will be defined as 40% of ORL's issued and outstanding shares, following the said allocation to IPE, 55.625% of which will be held by the Israel Corp. and 44.375% by IPE. The balance of shares by the two shareholders will be deemed free and not bound by the said Addendum.

Furthermore, the Addendum refers to the parties' rights of first refusal, Tag Along rights, Buy-Me-Buy-You rights, Nomination of Directors, Nomination of Managers and Advisors, voting rights on certain matters as well as additional provisions in the instance of selling controlling shares in the Company.

The above describes only highlights of the notice and is not of a comprehensive nature, the translation of the full immediate report issued to the Tel Aviv Stock Exchange and the Israel Securities Authority will be available on the Company's website ([www.orl.co.il](http://www.orl.co.il), under Investor Relations, by November 4, 2009).

**About Oil Refineries Ltd.**

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<sup>1</sup> Following completion of the transaction Israel Corp. will hold approximately 37.08% of the Company, and IPE will hold 30.72%.

Oil Refineries Ltd. (ORL), located in the bay area of the city of Haifa, operates Israel's largest oil refinery. ORL operates sophisticated and state-of-the-art industrial facilities with refining capacity of 9.8 million tons of crude oil per year, with a Nelson complexity index of 7.4, providing a variety of quality products used in industrial operation, transportation, private consumption, agriculture and infrastructure. The Company is also active in the area of Polymers (through Carmel Olefins Ltd.) and Aromatics (through wholly-owned Gadiv Petrochemical Industries Ltd.). ORL is traded on the Tel Aviv Stock Exchange under the ticker ORL. For additional information please visit the Company's website: [www.orl.co.il](http://www.orl.co.il)