# ZIM Integrated Shipping Services Ltd.

9 Andrei Sakharov Haifa, Israel

Dear Shareholder,

You are cordially invited to attend the Annual General Meeting of Shareholders (the "**Meeting**") of ZIM Integrated Shipping Services Ltd. (the "**Company**") to be held at 2:00 p.m., Israel time, on Thursday, July 13, 2017, at the Company's offices at 9 Andrei Sakharov Street, Haifa, Israel.

The purpose of the Meeting is set forth in the accompanying Notice of Annual General Meeting of Shareholders.

We look forward to greeting personally those shareholders who are able to be present at the meeting. However, whether or not you plan to attend the meeting, it is important that your shares be represented. Accordingly, you are kindly requested to sign, date and mail either the voting instrument or the appointment instrument attached to this Notice (which are also available for download on the Company's website) at your earliest convenience so that they will be received not later than 48 hours before the Meeting.

Thank you for your continued cooperation.

Very truly yours,

ZIM INTEGRATED SHIPPING SERVICES LTD.

Haifa, Israel June 21, 2017

# ZIM Integrated Shipping Services Ltd.

9 Andrei Sakharov Haifa, Israel

#### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given to the holders of Ordinary Shares, New Israeli Shekels 0.03 nominal value (the "Shares"), of ZIM Integrated Shipping Services Ltd. (the "Company") that an Annual General Meeting of Shareholders (the "Meeting") of ZIM Integrated Shipping Services Ltd. (the "Company") will be held at 2:00 p.m., Israel time, on Thursday, July 13, 2017, at the Company's offices at 9 Andrei Sakharov Street, Haifa, Israel for the following purposes (the "Notice"):

- 1. To re-appoint Somekh Chaikin, an affiliate of KPMG International Cooperative, as the Company's independent auditors for the fiscal year ended December 31, 2017, and to authorize the Board of Directors, upon the recommendation of the Company's audit committee (the "Audit Committee"), to determine the auditors' remuneration to be fixed in accordance with the volume and nature of their services to the Company for such fiscal year; and
- 2. To elect three members to serve as directors of the Company for a two-year term commencing on July 16, 2017. The vote on each nominee shall be conducted separately.

In addition, a discussion will be held at the Meeting on the financial statements of the Company and the Board of Directors' Report for the fiscal year ended December 31, 2016. At the meeting, Shareholders will be presented with the Auditors' remuneration for the audit and for other services for the fiscal year ended December 31, 2016.

The approval of Proposal No. 1 requires the affirmative vote of at least a majority of 65% or more of the votes of shareholders present and participating at the Meeting entitled to vote and voting at the Meeting in person, by an appointment instrument or by a voting instrument, without taking into account the votes of those abstaining.

The approval of Proposal No. 2 requires the affirmative vote of at least a majority of the votes of shareholders participating in the voting at the Meeting in person, by an appointment instrument or by a voting instrument. In accordance with Article 77.2 of the Company's Articles of Association (the "Articles"), a Shareholder holding an Appointing Percentage (as such term is defined in Article 76.1 of the Articles, *i.e.*, a shareholder who holds 12.5% or more of the Company's issued share capital, or a number of shareholders of the Company holding in aggregate 12.5% or more of the Company's issued share capital) shall not be entitled to vote at the Meeting on Proposal No. 2 (even if such Shareholder has not exercised its right to nominate a director with respect to all or more of the Shares such Shareholder holds).

Each Share is entitled to one vote upon each matter to be voted on at the Meeting. One or more shareholders present in person, or who have sent the Company an appointment instrument or a voting instrument indicating the way in which they are voting, and holding or representing (alone or together with others) 51% or more of the voting rights in the Company, shall constitute a quorum. If no quorum is present within half an hour of the time fixed for the Meeting, the Meeting shall be automatically adjourned by one week, to the same day of the week at the same time and place, unless the notice of the Meeting states otherwise. The adjourned Meeting shall discuss those matters for which the first meeting was called. At the Adjourned Meeting, one or more Shareholders present in person or by an appointment instrument or by a voting instrument and holding or representing (alone or together with others) at least 10% of the voting rights in the Company, shall constitute a quorum.

Only shareholders of record on the opening of the Meeting (or any adjournment thereof) are entitled to vote at the Meeting and any adjournment thereof. All shareholders are cordially invited to attend the Meeting in person. Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the form of voting instrument attached hereto as **Exhibit A** (in either the Hebrew language or the English language) or the form of appointment instrument attached hereto as **Exhibit B** (in either the Hebrew language or the English language), and return it promptly by mail to the Company. Forms of voting instrument and appointment instrument in the Hebrew and English language are also available on the Company's website.

The Company's share register will be closed as of the end of business day of July 6, 2017 and until the date of the Meeting (including).

### Proposal No. 1

#### RE-APPOINTMENT OF AUDITORS AND DETERMINATION OF THEIR REMUNERATION

Following the recommendation of the Board of Directors, it is proposed to re-appoint Somekh Chaikin, an affiliate of KPMG International Cooperative, as the Company's independent auditors for the fiscal year ending on December 31, 2017 and to authorize the Board of Directors, upon the recommendation of the Audit Committee, to determine the auditors' remuneration in accordance with the volume and nature of their services to the Company for such fiscal year.

It is proposed that the following resolution be adopted at the Meeting:

"RESOLVED, that the re-appointment of Somekh Chaikin, an affiliate of KPMG International Cooperative, as the Company's independent auditors for the fiscal year ending on December 31, 2017, and the authorization of the Board of Directors, upon the recommendation of the Audit Committee, to determine the remuneration of said auditors in accordance with the volume and nature of their services to the Company, and as presented to the shareholders, be, and same hereby are, approved."

#### Proposal No. 2

# ELECTION OF THREE MEMBERS TO THE COMPANY'S BOARD OF DIRECTORS FOR A TWO-YEAR TERM COMMENCING ON JULY 16, 2017

On July 15, 2017, the office of Messrs. Dimitrios Chatzis, Flemming R. Jacobs and Ms. Regina Ungar as directors of the Company shall expire pursuant to its term. The Company has commenced a process for nomination of directors as required under the Articles. As of this date, no Shareholder holding an Appointing Percentage (as such term is defined in Article 76.1) has exercised its right to appoint a director to the Board of Directors with respect to the seat vacated due to the expiration of office of the aforesaid directors. In accordance with Article 77, the Company had approached its Shareholders to propose nominees to serve as directors of the Company and received proposals to appoint three proposed directors whose office is terminated on July 15, 2017. Accordingly, it is proposed to re-elect the following members to the Board of Directors for a two-year term commencing on July 16, 2017:

Dimitrios Chatzis joined the Board of Directors in July 2014, as part of the Company's debt restructuring. Mr. Chatzis has over 40 years of experience in the shipping industry. Throughout his career he served as the Managing Director of Armada Marine, founded Globe Trade & Transport and Globe Group of Companies and Cosmos S.A., where he served as President and CEO until 2004. Mr. Chatzis also served as a member of the board of directors and the general council of "SEV", the Hellenic Federation of Enterprises. Mr. Chatzis is currently the President and CEO of DEX Consultants, a company he founded in 2004, that provides advisory and consulting services in the areas of corporate finance, financial and operating restructurings and corporate reorganizations. Mr. Chatzis holds Diplomas in International Business Management and Ocean & Air Shipping Management from New York University and a Diploma in Shipping Law and Insurance from the Seatrade Cambridge Academy of Transport.

*Flemming R. Jacobs* joined the Board of Directors in October 2014, as part of the Company's debt restructuring. Mr. Jacobs has over 40 years of experience in the shipping and transportation industry. Thoughout his career, Mr. Jacobs has served in various executive positions in Maersk and Neptune Orient Lines Ltd until 2003, including as as a Partner and CEO of Maersk Tankers and as the Group President and CEO and Director of Neptune Orient Lines Ltd. In addition, Mr. Jacobs has also served as a member

of the board of various public and private companies, including DVB Bank SE, Scandlines GmbH, Rickmers Group, the Advisory Board of the Panama Canal and the Advisory Council of the Baltic Exchange. Mr. Jacobs completed the Program for Management Development and the program of "Making Corporate Boards More Effective" from Harvard University.

Regina Ungar joined the Board of Directors in July 2014, as part of the Company's debt restructuring. Ms. Ungar has served in various executive positions in finance, among which a partner at Deloitte Brightman Almagor Zohar, deputy CEO and Senior Executive in the finance department of the Shrem Fudim Group and the Leader Group and CEO at KMN Holdings. Ms. Ungar has also served as a board member with financial and accounting skills in large Israeli companies, such as Itamar Medical, Leader Capital Markets, TAT Industries, Koor Industries, Mendelson and Rafael Advanced Defense Systems. Ms. Ungar currently serves as a director in Yad Izhak Ben-Zvi and as a lecturer in the Faculty of Management Studies in Tel Aviv University. In addition, she owns and manages a corporate financial consulting firm (Regina Ungar Corporate Financial Consulting). Ms. Ungar holds a BA degree in economics and accounting and an MBA degree, both from Tel Aviv University in Israel and is a licensed CPA.

The vote on each nominee shall be conducted separately.

Each of the nominees has signed a declaration as required by the Articles with respect, among other things, to the nominees' qualifications to serve as an independent director of the Company. It is noted that Mr. Dimitrios Chatzis may have a certain affiliation with the Company due to the service of his relative as an employee in a senior position in a shipowner, which is a both a shareholder and a noteholder of the Company and also has certain charter arrangements with the Company. The Company's audit committee has approved that as far as Mr. Chatzis has in fact an affiliation, such affiliation is negligible.

The service of the remaining directors shall continue in accordance with the Articles.

It is proposed that the following resolution be adopted at the Meeting:

"RESOLVED, that the election of Messrs. Dimitrios Chatzis and Flemming R. Jacobs and Ms. Regina Ungar as directors of the Company for a two-year term commencing on July 16, 2017, as presented to the shareholders, be, and same hereby is, approved."

In addition, a discussion will be held at the Meeting on the financial statements of the Company and the Board of Directors' Report for the fiscal year ended December 31, 2016. At the Meeting, Shareholders will be presented with the Auditors' remuneration for the audit and for other services for the fiscal year ended December 31, 2016.

Very truly yours,

ZIM INTEGRATED SHIPPING SERVICES LTD.

June 21, 2017

## **EXHIBIT A**

## **VOTING INSTRUMENT**

Name of Company: ZIM Integrated Shipping Services Ltd. Address (for service and sending of Voting Instrument): 9 Andrei Sakharov Street, Haifa, Israel (Tel: 04-8652276; Fax: 04-8652990; E-mail: cohen.nurit@il.zim.com) **Company No.:** 52-001504-1 Date of Meeting: Thursday, July 13, 2017, 2:00 p.m., Israel Time Class of Meeting: Annual General Meeting. Record Date for ownership of shares with respect to the right to vote at the Annual **General Meeting:** the Date of Meeting (as detailed above). **Shareholder's Details** Name of Shareholder: I.D. Number/Passport Number: Where the shareholder is a corporation, please complete the following: Name of Corporation: \_\_\_\_\_ Corporate Number: Country of Incorporation: Number of Shares: \_\_\_\_\_ Ordinary Shares NIS 0.03 nominal value each.

\* A shareholder who will not indicate the number of shares for which such shareholder votes on the Company's Annual General Meeting, as specified above, will be deemed as voting with respect to the entire number of shares recorded on the Company's Share Register for such shareholder.

T	Manner of Voting <sup>1</sup>			
Item on Agenda	For	Abstain	Agair	
Proposal No. 1 - To re-appoint Somekh Chaikin, an affiliate of KPMG International Cooperative, as the Company's independent auditors for the fiscal year ended December 31, 2017, and to authorize the Board of Directors, upon the recommendation of the Company's audit committee, to determine the auditors' remuneration to be fixed in accordance with the volume and nature of their services to the Company for such fiscal year.  Proposal No. 2 – To elect Mr. Dimitrios Chatzis to serve as a director of the Company for a two-year term commencing on July 16, 2017.  Proposal No. 3 – To elect Mr. Flemming R. Jacobs to serve as a director of the Company for a two-year term commencing on July 16, 2017.  Proposal No. 4 – To elect Ms. Regina Ungar to serve as a director of			- I gui	
the Company for a two-year term commencing on July 16, 2017.				
Date  Shareholders who do not deliver their Voting Instrump.m., Israel Time shall not constitute a lawful quorum the Annual General Meeting of the Company.  The latest Voting Instruments sent shall be valid at Company.	n nor shall be t	aken into acco	unt at	
ATTORNEY'S CONFIRM	MATION			
I, the undersigned, hereby certify that on Instrument was signed on behalf of by and sign this Voting Instrument on behalf of the Corpor Voting Instrument bind the Corporation for all inter-	whation and whose	the "Corporate of the corporate of the c	tion") ted to	
Name Signature + Stam	<b>p</b> –	Date		

<sup>&</sup>lt;sup>1</sup> If no indication has been marked, the voting will be deemed as an abstained vote on the particular item.

# <u>נספח א'</u>

# כתב הצבעה

<b>שם החברה:</b> צים שירותי ספנות משולבים בע״מ.
04- : מסי טלפון (מסי טלפון (מסי טלפון פאר) אנדרה סחרוב 9, חיפה, ישראל (מסי טלפון -04-
.(cohen.nurit@il.zim.com ; מסי פקסי: 04-8652990; כתובת דואר אלקטרוני: \$8652276,
מס׳ החברה: 1-52-001504
מועד האסיפה: יום ה', 13 ביולי 2017, בשעה 00 :14.
<b>סוג האסיפה</b> : אסיפה כללית שנתית.
המועד הקובע לבעלות במניות לעניין הזכות להצביע באסיפה הכללית: מועד האסיפה (ראו
לעיל).
<u>פרטי בעל המניות</u>
שם בעל המניות :
מספר זהות/ מספר דרכון
אם בעל המניות הוא תאגיד, נא מלאו את הפרטים הבאים:
שם התאגיד :
מספר תאגיד:
מדינת ההתאגדות:
כמות מניות: מניות רגילות בנות 0.03 שייח עיינ כייא.

<sup>\*</sup> בעל מניות אשר לא ישלים את כמות המניות בגינן הוא מצביע באסיפה הכללית השנתית של החברה, כנדרש לעיל, יראו אותו כמצביע עבור כל המניות הרשומות על שמו במרשם בעלי המניות של החברה.

# אופן ההצבעה:

הנושא שעל סדר היום	אופן ההצבעה <sup>2</sup>		
<u> </u>	בעד	נמנע	נגי
עה מס׳ 1: אישור מינוי מחדש של משרד רואי החשבון סומך חייקין ושותי, הקשורים ל-			
כרואה החשבון המבקר העצמאי של החברה לשנת KPMG International Cooperati			
20 והסמכת הדירקטוריון, לאחר המלצת ועדת הביקורת של החברה, לקבוע את שכרו,			
תאם להיקף השירותים שיינתנו על ידו.			
עה מסי 2: אישור מינויו של מר דימיטריוס ציאזיס (Dimitrios Chatzis) כדירקטור			
ברה לתקופת כהונה בת שנתיים, החל מיום 16 ביולי 2017.			
עה מס' 3: אישור מינויו של מר פלמינג ר. ג'ייקובס (Flemming R. Jacobs) כדירקטור			
ברה לתקופת כהונה בת שנתיים, החל מיום 16 ביולי 2017.			
עה מס׳ 4: אישור מינויה של גב׳ רגינה אונגר (Regina Ungar) כדירקטורית בחברה			
קופת כהונה בת שנתיים, החל מיום 16 ביולי 2017.			
יש להמציא את כתב ההצבעה לחברה עד ליום ג׳, 11 ביולי 2017 בשער הומצא על ידי בעל המניות בהתאם לאמור יהיה חסר תוקף.			- 11
כתב ההצבעה האחרון שנשלח הוא זה שיהיה תקף באסיפה לגביה מתיי אישור עו״ד	== •,		
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אישור עו״ד אני הח״מ עו״ד, מס׳ רישיון: מ_ מאשר בזאת כי ביום ב 2017, כתב הצבעה זה נח	תם בשם_ כים לחייב		,  את

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אי סימון ייחשב כהימנעות מהצבעה באותו נושא.

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# **EXHIBIT B**

## **APPOINTMENT INSTRUMENT**

То				
ZIM Integrated Shipping Services Ltd. (the "Comp	<u>any")</u>			
I the undersigned, of Number / Corporate Number of hereby appoint of Number, or in his/her abser	_ as Sharehold	, Identificed der in the Com	eation pany, cation	
Identification Number, as my prin respect of Ordinary Shares NIS Company that are held by me, at the Annual Gene held on July 13, 2017 and at any adjourned Meeting	oxy, to vote in 0.03 nominal meeting of	n my name and I value each o	stead of the	
* A shareholder who will not indicate the nu shareholder votes on the Company's Annual Generate deemed as voting with respect to the entire recompany's Share Register for such shareholder.  I hereby instruct the proxy to vote with respect to eas follows:	al Meeting, as number of sha each of the pro	specified above ares recorded of oposal on the ag	e, will n the genda	
Item on Agenda	Manner of Voting <sup>1</sup>			
item on Agenda	For	Abstain	Against	
PMG International Cooperative, as the Company's independent ditors for the fiscal year ended December 31, 2017, and to thorize the Board of Directors, upon the recommendation of the ompany's audit committee, to determine the auditors' muneration to be fixed in accordance with the volume and nature their services to the Company for such fiscal year.				
roposal No. 2 — To elect Mr. Dimitrios Chatzis to serve as a rector of the Company for a two-year term commencing on July 5, 2017.				
rector of the Company for a two-year term commencing on July				

**Proposal No. 4** – To elect Ms. Regina Ungar to serve as a director of the Company for a two-year term commencing on July 16, 2017.

16, 2017.

If no indication has been marked, the voting will be deemed as an abstained vote on the particular item.

	leliver their Appointing Instruments not constitute a lawful quorum nor sting of the Company.	-
The latest Voting Instrume Company.	ents sent shall be valid at the Annua	d General Meeting of the
Signature:	ATTORNEY'S CONFIRMATION	2017.
Appointment Instrument "Corporation") by are authorized to sign this	d,	, 2017, this the who f of the Corporation and
Name	Signature + Stamp	Date

\* \* \*

# <u>נספח ב׳</u>

# כתב מינוי שלוח

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			כרואה החשבון המבקר העצמאי של החברה לשנת KPMG International Cooperative					
			ה, לקבוע את שכרו,	הביקורת של החבו				
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			רדירקטור (Flemmir	ng R. Jacobs) ובס	ג ר. גיייק	של מר פלמינ	ישור מינויו	<b>זצעה מס' 3:</b> אי
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			כדירקטורית בחברה	(Regina Ungar)	נה אונגר	ה של גב <i>י</i> רגי	וישור מינוי	<b>זצעה מס' 4:</b> א
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אי סימון ייחשב כהימנעות מהצבעה באותו נושא.

## אישור עו״ד

,	מ	: ס <i>י</i> רישיון	עוייד, מ	אני החיימ
עם	שלוח זה נחתם בע	2017, כתב מינוי י	יום ב	מאשר בזאת כי ב
חייב בחתימתם את	, המוסמכים ל	על ידי	)	(יי <b>התאגיד</b> יי) על ידי
.עניין	נ התאגיד לכל דבר ו	שלוח זה מחייבת אר	מתם על כתב מינוי י	התאגיד ואשר חתיכ
תאריך		חתימה וחותמת		שם

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