

**ZIM Integrated Shipping Services Ltd.**  
**9 Andrei Sakharov**  
**Haifa, Israel**

Dear Shareholder,

You are cordially invited to attend the Annual and Extraordinary 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 Tuesday, June 28, 2016, 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 and Extraordinary 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 6, 2016

**ZIM Integrated Shipping Services Ltd.**  
**9 Andrei Sakharov**  
**Haifa, Israel**

**NOTICE OF ANNUAL AND EXTRAORDINARY 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 and Extraordinary 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 Tuesday, June 28, 2016, 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, 2016, 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, 2016. 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, 2015. 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, 2015.

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 June 21, 2016 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, 2016 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, 2016, 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, 2016.**

On July 15, 2016, the office of Messrs. Shlomo Sharon, Dr. Karsten Liebing and Birger Meyer 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 the 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 Company's board of directors with respect to the seat vacated due to the expiration of office of the aforesaid directors. Accordingly, in accordance with Article 77, the Company approached its Shareholders to propose nominees to serve as directors of the Company and received proposals on the three directors whose office is terminated on July 15, 2016. Accordingly, it is proposed to re-elect the following members to the Company's board of directors for a two-year term commencing on July 16, 2016:

*Shlomo Sharon* joined the Company's Board of Directors in July 2014. Mr. Sharon provides legal service, counseling and guidance with matters pertaining to international transport, maritime and aviation thorough his company, Shlomo Sharon Management and Investments Ltd. From 1987 until 2007, Mr. Sharon served as the Chief Executive Officer of Transclal Limited. From 2007 until 2011, Mr. Sharon served as the Chief Executive Officer and Vice Chairman of UTI Logistics Israel Ltd, which belonged to one of the largest international logistics and forwarding companies in the world. In addition, Mr. Sharon served as a director in various companies. Mr. Sharon holds an LLC degree from the Hebrew university in Israel.

*Dr. Karsten Liebing* joined the Company's Board of Directors in July 2014. Dr. Liebing has been serving in various senior management positions in KfW IPEX Bank, Frankfurt, and in HAMMONIA Reederei GmbH & Co., Hamburg. Since 2013 Dr. Liebing has served as a supervisory board member of HCI Capital AG. Dr. Liebing holds a B.A. degree in Economics from Hannover University and graduated in Business Administration as well received a Ph.D. in Economics from Hamburg University.

**Birger Meyer** joined the Company's Board of Directors in July 2014. Since 2006, Mr. Meyer has served in various senior management positions at the CONTI Group, a group that is engaged in ship finance and management. Mr. Meyer holds a Diploma in Economics from Ernst-Moritz University in Greifswald, Germany.

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, his qualification to serve as an independent director of the Company. It is noted that each of Messrs. Liebing and Meyer may have certain affiliation with the Company due to their service in entities (or affiliation with entities) that provide the Company, from time to time, with charter of vessels as well as provide third party shipowners that charter vessels to the Company with services related to such chartered vessels. The Company's audit committee has approved that such affiliation is negligible.

The Company's board of directors recommends supporting the continued service of Messrs. Sharon, Liebing and Meyer for an additional term.

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. Shlomo Sharon, Dr. Karsten Liebing and Birger Meyer as directors of the Company for a two-year term commencing on July 16, 2016, 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, 2015. 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, 2015.

Very truly yours,

**ZIM INTEGRATED SHIPPING SERVICES LTD .**

June 6, 2016

**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:** Tuesday, June 28, 2016, 2:00 p.m., Israel Time

**Class of Meeting:** Annual and Extraordinary General Meeting.

**Record Date for ownership of shares with respect to the right to vote at the Annual and Extraordinary 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 and Extraordinary 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.

Item on Agenda	Manner of Voting <sup>1</sup>		
	For	Abstain	Against
<b>Proposal No. 1</b> - To re-appoint Somekh Chaikin, an affiliate of KPMG International Cooperative, as the Company's independent auditors for the fiscal year ended December 31, 2016, 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.			
<b>Proposal No. 2</b> – To elect Mr. Shlomo Sharon to serve as a director of the Company for a two-year term commencing on July 16, 2016.			
<b>Proposal No. 3</b> – To elect Dr. Karsten Liebing to serve as a director of the Company for a two-year term commencing on July 16, 2016.			
<b>Proposal No. 4</b> – To elect Mr. Birger Meyer to serve as a director of the Company for a two-year term commencing on July 16, 2016.			

\_\_\_\_\_

Date

\_\_\_\_\_

Signature

Shareholders who do not deliver their Voting Instruments prior to June 26, 2016 at 2:00 p.m., Israel Time shall not constitute a lawful quorum nor shall be taken into account at the Annual and Extraordinary General Meeting of the Company.

The latest Voting Instruments sent shall be valid at the Annual and Extraordinary General Meeting of the Company.

#### ATTORNEY'S CONFIRMATION

I, the undersigned \_\_\_\_\_, Attorney, from \_\_\_\_\_, hereby certify that on \_\_\_\_\_, \_\_, 2016, this Voting Instrument was signed on behalf of \_\_\_\_\_ (the "**Corporation**") by \_\_\_\_\_ and \_\_\_\_\_ who are authorized to sign this Voting Instrument on behalf of the Corporation and whose signatures on this Voting Instrument bind the Corporation for all intents and purposes.

\_\_\_\_\_

Name

\_\_\_\_\_

Signature + Stamp

\_\_\_\_\_

Date

\* \* \*

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

## נספח א'

### כתב הצבעה

**שם החברה:** צים שירותי ספנות משולבים בע"מ.

**מען החברה (למסירה ומשלוח כתבי הצבעה):** אנדרה סחרוב 9, חיפה, ישראל (מס' טלפון: 04-

8652276; מס' פקס': 04-8652990; כתובת דואר אלקטרוני: cohen.nurit@il.zim.com).

**מס' החברה:** 52-001504-1

**מועד האסיפה:** יום ג', 28 ביוני 2016, בשעה 14:00.

**סוג האסיפה:** אסיפה כללית שנתית ומיוחדת.

**המועד הקובע לבעלות במניות לענין הזכות להצביע באסיפה הכללית:** מועד האסיפה (ראו לעיל).

### פרטי בעל המניות

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 ש"ח ע"נ כ"א.

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



## אופן ההצבעה:

אופן ההצבעה <sup>2</sup>			הנושא שעל סדר היום
נגד	נמנע	בעד	
			<b>הצעה מס' 1:</b> אישור מינוי מחדש של משרד רואי החשבון סומך חייקין ושות', הקשורים ל-KPMG International Cooperative כרואה החשבון המבקר העצמאי של החברה לשנת 2016 והסמכת הדירקטוריון, לאחר המלצת ועדת הביקורת של החברה, לקבוע את שכרו, בהתאם להיקף השירותים שיינתנו על ידו.
			<b>הצעה מס' 2:</b> אישור מינויו של מר שלמה שרון כדירקטור בחברה לתקופת כהונה בת שנתיים, החל מיום 16 ביולי 2016.
			<b>הצעה מס' 3:</b> אישור מינויו של ד"ר קרסטן ליבינג (Dr. Karsten Liebing) כדירקטור בחברה לתקופת כהונה בת שנתיים, החל מיום 16 ביולי 2016.
			<b>הצעה מס' 4:</b> אישור מינויו של מר בירגר מאייר (Birger Meyer) כדירקטור בחברה לתקופת כהונה בת שנתיים, החל מיום 16 ביולי 2016.

חתימה

תאריך

יש להמציא את כתב ההצבעה לחברה עד ליום א', 26 ביוני 2016 בשעה 14:00. כתב הצבעה שלא הומצא על ידי בעל המניות בהתאם לאמור יהיה חסר תוקף.

כתב ההצבעה האחרון שנשלח הוא זה שיהיה תקף באסיפה לגביה מתייחס כתב ההצבעה.

### אישור עו"ד

אני הח"מ \_\_\_\_\_ עו"ד, מס' רישיון: \_\_\_\_\_ מ \_\_\_\_\_, מאשר בזאת כי ביום \_\_\_\_\_ ב \_\_\_\_\_ 2016, כתב הצבעה זה נחתם בשם \_\_\_\_\_ ("התאגיד") על ידי \_\_\_\_\_ ועל ידי \_\_\_\_\_, המוסמכים לחייב בחתימתם את התאגיד ואשר חתימתם על כתב הצבעה זה מחייבת את התאגיד לכל דבר ועניין.

תאריך

חתימה וחותמת

שם

\*\*\*

## EXHIBIT B

### APPOINTMENT INSTRUMENT

To  
ZIM Integrated Shipping Services Ltd. (the "Company")

I the undersigned, \_\_\_\_\_ of \_\_\_\_\_, Identification Number / Corporate Number \_\_\_\_\_ as Shareholder in the Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, Identification Number \_\_\_\_\_, or in his/her absence, \_\_\_\_\_ of \_\_\_\_\_ Identification Number \_\_\_\_\_, as my proxy, to vote in my name and stead in respect of \_\_\_\_\_ Ordinary Shares NIS 0.03 nominal value each of the Company that are held by me, at the Annual and Extraordinary General Meeting of the Company to be held on June 28, 2016 and at any adjourned Meeting thereof.

\* A shareholder who will not indicate the number of shares for which such shareholder votes on the Company's Annual and Extraordinary 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.

I hereby instruct the proxy to vote with respect to each of the proposal on the agenda as follows:

Item on Agenda	Manner of Voting <sup>1</sup>		
	For	Abstain	Against
<b>Proposal No. 1</b> - To re-appoint Somekh Chaikin, an affiliate of KPMG International Cooperative, as the Company's independent auditors for the fiscal year ended December 31, 2016, 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.			
<b>Proposal No. 2</b> – To elect Mr. Shlomo Sharon to serve as a director of the Company for a two-year term commencing on July 16, 2016.			
<b>Proposal No. 3</b> – To elect Dr. Karsten Liebing to serve as a director of the Company for a two-year term commencing on July 16, 2016.			
<b>Proposal No. 4</b> – To elect Mr. Birger Meyer to serve as a director of the Company for a two-year term commencing on July 16, 2016.			

---

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

Shareholders who do not deliver their Appointing Instruments prior to June 26, 2016 at 2:00 p.m., Israel Time shall not constitute a lawful quorum nor shall be taken into account at the Annual and Extraordinary General Meeting of the Company.

The latest Voting Instruments sent shall be valid at the Annual and Extraordinary General Meeting of the Company.

Signature: \_\_\_\_\_ 2016.

**ATTORNEY'S CONFIRMATION**

I, the undersigned \_\_\_\_\_, Attorney, from \_\_\_\_\_, hereby certify that on \_\_\_\_\_, 2016, this Appointment Instrument was signed on behalf of \_\_\_\_\_ (the "**Corporation**") by \_\_\_\_\_ and \_\_\_\_\_ who are authorized to sign this Appointment Instrument on behalf of the Corporation and whose signatures on this Voting Instrument bind the Corporation for all intents and purposes.

_____ <b>Name</b>	_____ <b>Signature + Stamp</b>	_____ <b>Date</b>
----------------------	-----------------------------------	----------------------

\* \* \*

## נספח ב'

### כתב מינוי שלוח

לכבוד

צים שירותי ספנות משולבים בע"מ ("החברה")

אני הח"מ, \_\_\_\_\_ מ- \_\_\_\_\_ מס' מזהה \_\_\_\_\_, כבעל מניות בחברה, ממנה בזה את \_\_\_\_\_ מ- \_\_\_\_\_, מס' מזהה \_\_\_\_\_ או בהעדרו/ה את \_\_\_\_\_ מ- \_\_\_\_\_, מס' מזהה \_\_\_\_\_, כשלוח שלי, להצביע בשמי ובמקומי בגין \_\_\_\_\_ מניות רגילות בנות 0.03 ש"ח ע"נ כ"א של החברה שבבעלותי, באסיפה הכללית השנתית והמיוחדת של החברה אשר תתקיים ביום 28 בחודש יוני שנת 2016 ובכל אסיפה נדחית של אסיפה זו.

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

הריני מורה לשלוח להצביע עבור כל החלטה כדלהלן:

אופן ההצבעה <sup>2</sup>			הנושא שעל סדר היום
נגד	נמנע	בעד	
			<b>הצעה מס' 1:</b> אישור מינוי מחדש של משרד רואי החשבון סומך חייקין ושות', הקשורים ל-KPMG International Cooperative כרואה החשבון המבקר העצמאי של החברה לשנת 2016 והסמכת הדירקטוריון, לאחר המלצת ועדת הביקורת של החברה, לקבוע את שכרו, בהתאם להיקף השירותים שיינתנו על ידו.
			<b>הצעה מס' 2:</b> אישור מינויו של מר שלמה שרון כדירקטור בחברה לתקופת כהונה בת שנתיים, החל מיום 16 ביולי 2016.
			<b>הצעה מס' 3:</b> אישור מינויו של ד"ר קרסטן ליבינג (Dr. Karsten Liebing) כדירקטור בחברה לתקופת כהונה בת שנתיים, החל מיום 16 ביולי 2016.
			<b>הצעה מס' 4:</b> אישור מינויו של מר בירגר מאייר (Birger Meyer) כדירקטור בחברה לתקופת כהונה בת שנתיים, החל מיום 16 ביולי 2016.

יש להמציא את כתב ההצבעה לחברה עד ליום א', 26 ביוני 2016 בשעה 14:00. כתב הצבעה שלא הומצא על ידי בעל המניות בהתאם לאמור יהיה חסר תוקף.

כתב המינוי האחרון שנשלח הוא זה שיהיה תקף באסיפה לגביה מתייחס כתב ההצבעה.

**ולראיה באתי על החתום ביום \_\_\_\_\_ בחודש \_\_\_\_\_ בשנת 2016.**

חתימה: \_\_\_\_\_

## אישור עו"ד

אני הח"מ \_\_\_\_\_ עו"ד, מס' רישיון: \_\_\_\_\_ מ \_\_\_\_\_, מאשר בזאת כי ביום \_\_\_\_\_ ב \_\_\_\_\_ 2016, כתב מינוי שלוח זה נחתם בשם \_\_\_\_\_ ("התאגיד") על ידי \_\_\_\_\_ ועל ידי \_\_\_\_\_, המוסמכים לחייב בחתימתם את התאגיד ואשר חתימתם על כתב מינוי שלוח זה מחייבת את התאגיד לכל דבר ועניין.

\_\_\_\_\_ **תאריך**

\_\_\_\_\_ **חתימה וחותמת**

\_\_\_\_\_ **שם**

\* \* \*