



## ZIM Integrated Shipping Services Ltd.

### Compensation Committee Charter

Effective as of January 27, 2021

#### **Purpose and Scope**

The Compensation Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of ZIM Integrated Shipping Services Ltd. (the “**Company**”) to discharge the responsibilities set forth in this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

#### **Nothing in this Charter shall derogate from any provisions applicable to the Compensation Committee under any applicable law. Membership**

The Committee shall consist of at least three members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the New York Stock Exchange. The Board shall recommend nominees for appointment to the Committee as it deems fit, including as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate the Chair of the Committee.

#### **Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

##### *Compensation Policies and Plans*

- Recommend to the Board for its approval a compensation policy for the Company's directors and officers (the "Compensation Policy"), in accordance with the requirements of the Israeli Companies Law of 1999 (the “Companies Law”).
- Review from time to time and at least once every three years (and following the initial public offering of the Company – at least after 5 years from the initial public offering) the Compensation Policy.
- Recommend to the Board of any updates required to the Compensation Policy and review its implementation.
- Review and recommend of any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of the Company's employees and any other factors that it deems appropriate.

### *Directors' and Officers' Compensation*

- The Compensation Committee shall review and approve the compensation including (i) annual base salary level, (ii) annual incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance and change in control agreements, in each case as appropriate, and (v) any other compensation, ongoing perquisites or special or supplemental benefit items of the Chief Executive Officer and each of the Company's other officers and directors. In reviewing and approving compensation to directors and officers, the Committee shall, among other things:
  - identify, review and approve corporate goals and objectives relevant to director or officer compensation;
  - evaluate each director's or officer's performance in light of such goals and objectives and determine each director's or officer's compensation based on such evaluation, including such other factors as the Committee deems appropriate and to the benefit of the Company; and
  - determine any long-term incentive component of each director's and officer's compensation.

### *Reporting to the Board*

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

### *Risk Assessment*

- The Committee shall review and assess risks arising from the Company's directors' and officers' compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.

### **Authority and Delegations**

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors enumerated by the New York Stock Exchange rules.

Subject to applicable law, the Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and for the benefit of the Company.

### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter and in any event at least annually. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

No officer should attend that portion of any meeting where such officer's performance or compensation is discussed, unless specifically invited by the Committee.