



Procedure: Whistleblower and Internal Complaints	Effective Date January 27, 2021, last updated on October 2, 2021	Procedure No. 100-006E
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1. Purpose

This Whistleblower and Internal Complaints Procedure (the “Procedure”) describes how reported complaints about Suspected Irregularities are handled in order to prevent such cases as fraud and corruption, to ensure compliance with our Code of Ethics and the law, and to maintain a healthy work environment.

2. General

- 2.1. This Procedure applies to all ZIM Integrated Shipping Services Ltd. and its subsidiaries’ (“ZIM”) employees worldwide, including partners, contractors and services suppliers working in ZIM’s facilities.
- 2.2. All ZIM employees with knowledge of Suspected Irregularities are required to report them. If an employee fails to report his/her suspicions relevant to a Suspected Irregularity or does report a Suspected Irregularity in another way than in accordance with this Procedure, he/she will be acting in violation of ZIM’s Code of Ethics and related internal policies. This Procedure does not preclude an employee from reporting a Suspected Irregularity in a manner different from the manner provided in this Procedure as long as he/she reports a Suspected Irregularity also under this Procedure.
- 2.3. ZIM does not tolerate any form of threat, retaliation or other action against employees who have reported a Suspected Irregularity in good faith.
- 2.4. ZIM endorses the importance of reporting Suspected Irregularities and will trust on the judgment of employees to report in good faith.
- 2.5. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review, and with applicable law.

3. Scope of Matters Covered by These Procedures

- 3.1. Suspected Irregularity means any irregularity or suspicious act, based on reasonable grounds, with regard to ZIM in connection with, but not limited to:
 - 3.1.1. Fraudulent, questionable or inappropriate accounting practices, internal (accounting) controls, auditing matters or financial reporting;
 - 3.1.2. A criminal offence (e.g. theft or fraud);
 - 3.1.3. A violation of laws and regulations;
 - 3.1.4. An intentional provision of incorrect information to public authorities;
 - 3.1.5. Danger to the public or employees’ health, safety and/or security;

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Company Auditor

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- 3.1.6. Abuse of authority, including instructions not to report a Suspected Irregularity under this Procedure;
 - 3.1.7. An intentional suppression, destruction, or manipulation of information regarding or relating to any suspicion referred to above;
 - 3.1.8. Any attempts to mislead or improperly influence the Company's independent auditor in the course of the performance of their audit;
 - 3.1.9. Improper use of Company funds;
 - 3.1.10. Improper use of Company property (including disclosure of proprietary information);
 - 3.1.11. Use of non-public Company information to trade in securities or otherwise in violation of applicable securities laws;
 - 3.1.12. Any other conduct that could have a detrimental or adverse effect on the reputation or financial situation of ZIM; and
 - 3.1.13. Any other violation of the ZIM Code of Ethics or related internal policies.
- 3.2. The above mentioned Suspected Irregularity may also apply to circumstances concerning ZIM employees outside of ZIM territory.

4. **Method**

4.1. Receipt and Evaluation of Complaints

- 4.1.1. ZIM employees are encouraged to first contact their direct manager or higher management level within the hierarchical line or the Global HR Function. If the employee prefers not to report a Suspected Irregularity through the normal reporting procedures, he/she may contact the General Counsel and Corporate Secretary on a confidential and anonymous basis (who shall update the Internal Auditor). The employee may also contact the ZIM Internal Auditor directly through the Whistleblower Hotline (contact information provided herein) on a confidential and anonymous basis.
- 4.1.2. All of the received complaints regarding Suspected Irregularities will be investigated, evaluated, appropriately documented and assessed by the Company Internal Auditor.
- 4.1.3. ZIM expects its management at all levels to handle all matters concerning any Suspected Irregularity seriously, impartially, confidentially and promptly. Management is obligated to cooperate fully with and assist whoever is appointed to investigate the Suspected Irregularity. Further to this and without derogating from aforesaid, irregularities that were reported to a manager or any other ZIM parties must be reported to Company Internal Auditor.
- 4.1.4. Upon receipt of a complaint, the Company Internal Auditor will forward a copy of the complaint to the General Counsel and when possible, acknowledge receipt of the complaint

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to the sender. Considering that complaints may be anonymous, it is understood that such acknowledgement may not be possible. The Company Internal Auditor and the General Counsel will verify that the complaint actually pertains to a matter covered by this Procedure and develop a recommended strategy for the investigation of the complaint.

4.1.5. In the event a complaint was found to pertain to a matter covered by this Procedure in accordance with section 3 above (Suspected Irregularities), the General Counsel and Internal Auditor shall consult and decide whether the investigation of the complaint should be conducted under the guidance of counsel (external or internal) to preserve attorney-client privilege. In deciding on this matter, the General Counsel and the Internal Auditor shall consider, among others, the nature of the complaint, the potential implication of the investigation, the possibility of personal liability of Company's directors and/or officers, the potential monetary sanctions and damage to the Company's reputation if the complaint is founded.

4.1.6. The Internal Auditor will promptly update the CEO with material complaints as will be found relevant.

4.1.7. Audit Committee Oversight - The Company Internal Auditor will promptly report all complaints related to material matters covered by this Procedure and the recommended strategy for investigating the complaint to the Chairperson of the Audit Committee ("Chairperson"). The Chairperson shall provide direction and oversight to the Company Internal Auditor, or other person as the Chairperson shall deem appropriate to conduct the investigation. Relevant corrective action will be taken as instructed by the Audit Committee.

4.2. Investigation

4.2.1. The purpose of an investigation is to gather facts that are relevant to a Suspected Irregularity, so that the Company Internal Auditor, Audit Committee and/or any executive officer can make a credible determination based on the information available. Investigations should be carried out without violating the state laws and it should be structured in such a way as to minimize disruption to the business without compromising the quality of the investigation. External investigation, if any, carried out by an official State authority on the same subject, should not be disrupted or harmed.

4.2.2. The Audit Committee has the discretionary authority not to pursue a reported complaint further. This can for instance be the case when:

4.2.2.1. There is insufficient information for an adequate investigation and if there is no possibility of obtaining further information;

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- 4.2.2.2. Any complaint will always be addressed as being relevant and in good faith. If following investigation, it is concluded that the report was made in bad faith, it may result in disciplinary action.
- 4.2.3. Depending on the findings of the investigation, and subject to the provisions of the law or relevant labor agreement, the Audit Committee will, in consultation with management, determine the appropriate course of action which can be, but is not limited to:
- 4.2.3.1. Declaring the report inadmissible;
- 4.2.3.2. Taking corrective actions, which may also take the form of disciplinary actions (e.g. written warning, suspension, reduction in pay or demotion) and any such disciplinary action shall properly reflect the severity of the violation;
- 4.2.3.3. Developing additional measures, such as training, revising or adding new internal controls, creation of additional policies or other measures that aim to promote a culture of integrity and compliance.
- 4.3. Complaint Timeframe
- 4.3.1. To the extent possible, within eight weeks from the date the employee submitted his/her complaint, the he/she shall be notified on the position of the Audit Committee with regards to the Suspected Irregularity, unless (i) the report was made anonymously; or (ii) such notification would be in breach of any applicable law or regulation or interfere or otherwise jeopardize the investigation.
- 4.3.2. If no position can be given within eight weeks, the employee shall be notified thereof by the Company Internal Auditor and be given an indication as to when he/she will be informed of the outcome of the investigation.
- 4.4. Reporting Complaints to Governmental Agency
- 4.4.1. All ZIM employees have the right to:
- 4.4.1.1. Report possible violations of law or regulation that have occurred, are occurring, or are about to occur to any governmental agency or entity, or self-regulatory organization;
- 4.4.1.2. Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before any self-regulatory organization or any other federal, state or local regulatory or law enforcement authority;
- 4.4.1.3. Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, the Company; and
- 4.4.1.4. Respond truthfully to a valid subpoena.
- 4.5. Non-retaliation, Confidentiality and Anonymity

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- 4.5.1. Non-retaliation
- 4.5.1.1. Any employee, who in good faith and on reasonable grounds reports a Suspected Irregularity in accordance with this Procedure, will be given protection and shall in no way be treated unfairly or put at a disadvantage by ZIM as a result of his or her report, regardless of the outcome of an investigation of the report.
- 4.5.1.2. Retaliation against an employee for reporting in good faith and on reasonable grounds any Suspected Irregularity or for participating in any investigation regarding a Suspected Irregularity will not be tolerated.
- 4.5.1.3. The prohibition against unfair treatment pertains to the time period during and after the investigation of the report. Becoming a complainant does not, however, automatically result in immunity for misconduct.
- 4.5.1.4. This protection is applicable to those employees who follow this Procedure. Even when the procedure has been followed correctly, there are exceptions when a complainant's protection cannot be guaranteed, these include without limitation:
- 4.5.1.4.1. Situations where it is established that a report has been made in bad faith; and
- 4.5.1.4.2. If the report itself is a criminal offence (e.g., violation of privacy laws).
- 4.5.1.5. If the complainant is not satisfied with the follow-up and/or outcome of his/her report or when he/she does not feel protected, he/she can file a complaint to the Audit Committee, or, when the dissatisfaction involves the Audit Committee, directly to the Board of Directors.
- 4.5.2. Confidentiality and Anonymity
- 4.5.2.1. The confidentiality and anonymity specified below are subjected to the provisions of applicable law.
- 4.5.2.2. Any employee who reported a Suspected Irregularity or who is in any way whatsoever involved in the investigation or handling of the Suspected Irregularity must keep all information to which they become aware of as a result of their involvement strictly confidential.
- 4.5.2.3. An employee who reports a Suspected Irregularity will remain anonymous at his/her request, if this does not result in a breach of any statutory obligations or jeopardize ZIM's justified interests. When the anonymity of the employee can no longer be guaranteed, the employee will be notified. In all cases the interests of the employee reporting a Suspected Irregularity will be treated with the utmost care.

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- 4.5.2.4. The Company Internal Auditor and the Audit Committee will treat all information received in strict confidence. Confidentiality will be maintained to the fullest extent possible, consistent the need to conduct an adequate investigation of the report and the applicable statutory requirements.
- 4.5.2.5. The report, its conclusions and all underlying information may only be disclosed by the Audit Committee to other persons or authorities if (i) disclosure is required by any applicable law or regulation or by a court or regulatory or governmental body; (ii) disclosure is necessary to apply, invoke or enforce the Suspected Irregularity in court proceedings or disciplinary proceedings; (iii) disclosure is necessary to obtain advice from any professional advisor or (iv) disclosure is necessary within the ZIM organization (e.g., suspect's manager), in each case only on a need-to-know basis.
- 4.5.2.6. In the event the Audit Committee is required to disclose the report, its conclusions or any underlying information pursuant to one of the above exceptions, it shall notify the person(s) under investigation and (to the extent appropriate) the employee who reported the Suspected Irregularity or participated in any investigation regarding the Suspected Irregularity, unless such notification would be in breach of any applicable law or regulation or interfere or otherwise jeopardize the investigation.
- 4.5.3. Reporting and Retention of Complaints and Investigations
- 4.5.3.1. ZIM Internal Auditor will maintain records of all complaints covered by this Procedure, track their receipt, investigation and resolution and shall prepare a periodic report to the Audit Committee until the matter has been resolved to the satisfaction of the Audit Committee. Copies of all complaints and investigation records will be maintained in accordance with the Company's document retention policy.
- 4.6. Raising Awareness of this Procedure
- 4.6.1. ZIM Internal Auditor is accountable for refreshing the awareness of this Procedure through the Code of Ethics tutorial and email on an annual basis.
- 4.7. ZIM Internal Audit Committee
- 4.7.1. Members:
- 4.7.1.1. Nir Epstein
- 4.7.1.2. Flemming Robert Jacobs
- 4.7.1.3. William (Bill) Shaul
- 4.7.2. Email address of Audit Committee: audit@il.zim.com

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- 4.8. Whistleblower Hotline - Employees can report anonymously a Suspected Irregularity via the following channels:
- 4.8.1. Phone: +972-4-865-2028
 - 4.8.2. Email address: dahan-nagar.simcha@il.zim.com
 - 4.8.3. Website: <https://www.zim.com/contact-us>
 - 4.8.4. Anonymous E-box: <http://zim.whistleblowernetwork.net>
 - 4.8.5. Mail: Company Internal Auditor, P.O.B. 15067 Park Matam, Haifa 3190500, Israel, Attention: Internal Auditor (mark as “Private and Confidential”)
 - 4.8.6. Fax: +972-4-865-2744
- 4.9. In addition to the foregoing, the ZIM IT staff and supplier providing the website Hotline will conduct checks and tests on a daily basis to verify that the website is operational and functions properly. The Internal audit Unit will also conduct weekly checks over the Website link.

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