



**BioLineRx Ltd. Audit Committee Charter
(Adopted February 7, 2023, as amended)**

PURPOSE

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of BioLineRx Ltd. (the “Company”) provides, among its other responsibilities, oversight of the accounting and financial reporting process of the Company and the audits of the financial statements of the Company. as such the Committee provides multiple important functions within the Company’s corporate governance structure in order to oversee the Company’s activities. The Committee assists the Board in fulfilling its legal and fiduciary obligations in matters involving the Company’s accounting including compliance with all applicable financial and accounting related standards, rules and regulations required by law, auditing, financial reporting, internal control and legal compliance functions by pre-approving the services performed by the Company’s independent accountants and reviewing their reports regarding the Company’s accounting practices and systems of internal control over financial reporting. The Committee oversees the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company. In addition, the Committee has responsibilities that are mandated by the Israeli Companies Law, 5739-1999 (the “Companies Law”), including determining whether there are delinquencies in the business management practices of the Company, both in consultation with the Company’s internal auditor or independent auditor, as applicable, and making recommendations to the Board to improve such practices.

The purpose of this Charter is to set forth the responsibilities of the Committee stemming from both the NASDAQ Market Rules and the Companies Law.

The Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any necessary amendments to the Board, which has the authority to approve such amendments.

MEMBERSHIP

The Committee shall be comprised of not less than three members of the Board (the “Members” or, individually, each a “Member”), including all of the Company’s external directors (as defined by the Companies Law). Where the Company is required to have external directors, the majority of the Members must be independent directors (as defined by the Companies Law), all of the Members of the Committee shall meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities and Exchange Act of 1934, as amended (the “Act”) (subject to the exemptions provided in Rule 10A-3(c) under the Act), and the chairperson of the Committee must be an external director. The Members shall be appointed by the Board and shall serve at the discretion of the Board. Any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board. Subject to applicable law, any vacancy in the Committee occurring for any cause whatsoever may be filled by a resolution of the Board. The Committee’s members shall serve until their successors are duly designated and qualified.



Pursuant to the independence and experience requirements of the NASDAQ and the Securities and Exchange Commission (the “Commission”), each Member must comply with the following:

- be free of any relationship that, in the opinion of the Board, may interfere with a Member’s individual exercise of independent judgment in carrying out his or her responsibilities as a Member;
- must not accept any consulting, advisory or other compensatory fee from the Company and is not an affiliated person of the Company or any of its subsidiaries, in either case, other than in his or her capacity as a member of the Committee or the Board;
- have not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and
- is able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement.

In addition, at least one Member must qualify as an “audit committee financial expert” (as defined under applicable rules and regulations).

Pursuant to the Companies Law the following persons are prohibited from being Members:

- the chairman of the Board;
- any director who is employed by the Company or is employed by a person or entity controlling the Company or by an entity in control of such a controlling person or entity;
- a director who provides services on an ongoing basis to the Company, to a person or entity controlling the Company or to a person or entity controlled by such controlling person;
- a director who derives most of his earnings from a controlling entity; and
- a controlling person or his relative (as defined under the Companies Law).

MEETINGS

The Committee will meet as often as the Committee determines, but not less than once every three months.

Notice of a meeting of the Committee shall be delivered to all Members at a reasonable time prior to the date of the meeting. Such notice shall indicate the date on which and the place in which the meeting is scheduled to take place, and must also include a reasonable description of the agenda items which are to be addressed at the meeting.

A majority of the Members shall constitute a quorum at any meeting of the Committee (in person or via telephone or other means of communication), provided however, that the majority of the Members in attendance at such meeting are independent directors, as defined in the Companies Law, and at least one of them is an external director.



Those who are not Members shall not be present during the discussions and decisions of the Committee, unless the chairperson of the Committee determined that the presence of such person is required for the presentation of a certain issue; provided however, that (i) an employee of the Company who is not a controlling person or a relative of a controlling person, may be present at the discussions of the Committee but the Committee's decision shall be resolved in his absence; and (ii) without derogating from the foregoing, the Company's legal counsel and corporate secretary, who are not a controlling person or a relative of a controlling person, may be present at the discussions and decisions of the Committee if so requested by the Committee.

The chairperson of the Committee shall be designated by the Board. The chairperson of the Committee shall preside at each meeting of the Committee, and in the absence of the designated chairperson at any meeting of the Committee, the Members present at such meeting shall designate a chairperson *pro tem* to serve in that capacity for the purposes of such meeting, provided however, that such *pro tem* chairperson is an external director of the Company.

The internal auditor shall be notified of Committee meetings and may attend and participate in such meetings (but shall not be entitled to vote). The internal auditor may request the Chairperson of the Committee to call a Committee meeting to discuss any issue raised by the internal auditor, and if the Chairperson believes that there is reason to convene such a meeting, such meeting shall be convened within a reasonable time.

AUTHORITY

The Committee will make regular reports to the Board and any resolutions or decisions of the Committee which require the approval of the Board, shall be furnished by the Committee to the Board at a reasonable time prior to the date of the Board meeting which is scheduled to review such resolutions or decisions.

The Committee will maintain free and open communication (including separate private sessions from time to time) with the external auditors and Company management. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel and outside professionals of the Company, including the Company's outside counsel and external auditors.

The Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisers as deemed appropriate to perform its duties and responsibilities. The Company will provide funding, as determined by the Committee, for compensation of the external auditor and any advisers that the Committee engages and for ordinary administrative expenses of the Committee.

RESPONSIBILITIES

The following functions are set forth as the minimum requirements with the understanding that the Committee may take on added responsibilities as appropriate given the circumstances. To fulfill its duties and responsibilities, the Committee will:

1. Review with management and the external auditors the audited financial statements and other disclosures to be included in the Company's Annual Report on Form 20-F and to recommend approval of such statements and annual report to the Board.



2. Review with management and the external auditors the unaudited quarterly financial statements of the Company and recommend approval of such statements to the Board.
3. Discuss with management and the external auditors significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements. This will include any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
4. Receive and review timely reports required to be made by the external auditors on:
 - all critical accounting policies and practices of the Company.
 - all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management;
 - ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor; and
 - other material written communications between the external auditor and management.
5. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
6. Review and approve any material change or waiver in the Company's Code of Conduct regarding directors or executive officers, and disclosures made in the Company's annual report in such regard.
7. Perform any other responsibility set forth in the Companies Law, as the same may be amended from time to time.
8. Perform other duties consistent with this Charter, the Company's governing documents and applicable law that may be requested by the Board.
9. Discuss with management the Company's major risk exposures and the steps management has taken to monitor and control these exposures.
10. Recommend the appointment of the external auditor to the Board; determine the compensation of the external auditor; oversee the work performed by the external auditor; review the performance of the external auditor; require the external auditor to report directly to the Committee; oversee the resolution of disagreements between management and the external auditor; and recommend the termination of the external auditor to the Board.
11. Approve the work plan of the external auditor for each year's audit (including the scope, approach and staffing of the audit), receive and review all audit reports and review management letters provided by the external auditors, if any, and the Company's responses to such letters.

12. Review and pre-approve all audit services and permitted non-audit services (including the fees and other terms) to be provided by the external auditor in such manner, including pre-approval policies and budgets, any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and recommend any appropriate actions to be taken as the Committee may determine in compliance with applicable rules and regulations.
13. Oversee the hiring by the Company of any employees or former employees of the Company's auditors; and
14. Meet periodically (not less than annually) in separate executive sessions with the Company's independent auditor.
15. the establishment of procedures to be followed in respect of related party transactions with a controlling shareholder (where such are not extraordinary transactions), which may include, where applicable, the establishment of a competitive process for such transaction, under the supervision of the audit committee, or individual, or other committee or body selected by the audit committee, in accordance with criteria determined by the audit committee; and (ii) to determine procedures for approving certain related party transactions with a controlling shareholder, which having been determined by the audit committee not to be extraordinary transactions, were also determined by the audit committee not to be negligible transactions.
16. Discuss with the external auditors the matters required to be discussed by Statement of Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
17. Evaluate whether senior management has established and is effectively communicating to employees and other persons retained by the Company the importance of internal control over financial reporting as defined in applicable rules and regulations of the Commission and whether recommendations for improved controls are timely implemented by management.
18. Evaluate the Company's disclosure controls and procedures as defined in applicable rules and regulations of the Commission.
19. Obtain and review a report from the external auditor at least annually regarding:
 - the external auditor's internal quality control procedures.
 - any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;
 - any steps taken to deal with any such issues;
 - all relationships between the Company and external auditor, consistent with Independence Standards Board Standard No. 1. The Committee will actively engage in a dialogue with the external auditor with respect to any disclosed relationships that may impact the objectivity and independence of the auditors and will



recommend that the Board take appropriate actions to oversee the auditor's independence.

20. Recommend the appointment of the internal auditor and its compensation to the Board; approve the annual work plan of the internal auditor; oversee the work performed by the internal auditor; review internal controls and the performance of the internal auditor, including whether the internal auditor has sufficient resources and tools to dispose of its responsibilities; require the internal auditor to report directly to the Committee; oversee the resolution of disagreements between management and the internal auditor; and recommend the termination of the external auditor to the Board.
21. Consult with the Company's internal auditor or the Company's external auditor and otherwise actively examine whether there are any deficiencies in the business management of the Company, and propose to the Board ways for correction thereof. If the Committee has found any material deficiencies, the Committee shall conduct at least one meeting on the matter with the presence of the internal auditor or the independent auditor, as appropriate, without the presence of any office holders of the Company who are not members of the Committee; notwithstanding the above said, an office holder may attend in order to present his view on the areas in his responsibility.
22. Prepare any report by the audit committee that the rules of the U.S. Securities and Exchange Commission ("SEC") require to be included, or that the Company otherwise elects to include, in the Company's proxy statement for the annual meeting of the Company's shareholders.
23. Determine, based on specified grounds, the materiality of actions pursuant to Section 255 of the Companies Law and the exceptionality of transactions specified in sub-section (1) and (4) of Section 270 of the Companies Law. Such determinations may be made for types of actions or transactions pursuant to criteria set by the Committee annually and in advance.
24. Approve actions and transactions pursuant to Section 255 and 268 – 275 of the Companies Law.
25. Establish and maintain procedures for: (a) the receipt, retention and treatment of complaints regarding accounting, internal control, auditing or securities laws matters, and for the confidential, anonymous submission by Company employees regarding questionable accounting or auditing matters or possible violations of securities laws; (b) the treatment of complaints made by employees with respect to delinquencies in the business management practices of the Company; and (c) the protection of such employees.

The Committee will notify the Board regularly of its decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties.

Minutes: The Committee will maintain written minutes of its meetings.

It is the duty of the Company's management to prepare the Company's financial statements and the duty of the external auditors to audit those financial statements. Financial management,



as well as the external auditors, has more time, knowledge and more detailed information on the Company than the Members. Accordingly, the Committee's oversight role does not provide any expert or special assurances as to the Company's financial statements or any certification as to the work of the external auditors.

Interpretation; Definitions

To the extent (a) any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law or (b) the Company becomes subject to any additional provisions of the Companies Law or any other applicable law that are applicable to the Committee (including if the Company is no longer exempt from the requirement to appoint external directors under the Companies Law), then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, then the provisions of such applicable law shall prevail and supersede and shall be deemed to constitute an integral part of this charter (and the Company will take all action necessary to amend such provisions as necessary to comply with all such applicable laws). In the event that any such provision of applicable law is amended to include any relief or exclusion, then, such relief and exclusions shall be deemed to constitute an integral part of this charter, whether or not such conflict, inconsistency or contradiction arises .

Any references to any law, statute or regulation are to it as amended, supplemented or restated, from time to time (and, in the case of any law, to any successor provisions or re-enactment or modification thereof being in force at the time); any reference to "law" shall include any supranational, national, federal, state, local, or foreign statute or law and all rules and regulations promulgated thereunder (including, any rules, regulations or forms prescribed by any governmental authority or securities exchange commission or authority); and any reference to "law" shall be read subject to the Company's Articles of Association, as amended from time to time.

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