



BioLineRx Ltd. Code of Business Conduct and Ethics

Effective as of January 1, 2011

POLICY STATEMENT

It is the policy of BioLineRx Ltd. (the “Company”) to conduct its affairs in accordance with all applicable laws, rules and regulations of the jurisdictions in which it does business. This Code of Business Conduct and Ethics (this “Code”) applies to the Company’s employees, officers and directors. This Code is designed to promote:

- honest and ethical conduct by all of the Company’s employees, officers and directors, including the ethical handling by such persons of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in the reports and documents the Company files with, or submits to, the U.S. Securities and Exchange Commission (“SEC”) or the Israeli Securities Authority (“ISA”), and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting to the appropriate person of violations of this Code; and
- accountability for adherence to this Code.

All directors, officers and employees of the Company are subject to this Code and are expected to adhere to and comply with those principles and procedures set forth in this Code that apply to them. The Company will take such disciplinary or preventative action as it deems appropriate to address any existing or potential violation of this Code brought to its attention.

APPROVALS AND WAIVERS

Certain provisions of this Code require you to act, or to refrain from acting, unless prior approval is received from the appropriate person. Employees requesting approval pursuant to this Code should request such approval in writing from the Chief Financial and Operating Officer. Approvals relating to executive officers and directors must be obtained from the Company’s Board of Directors. All other approvals may be granted by the Chief Financial and Operating Officer, or such officer’s designee.

Other provisions of this Code require you to act, or to refrain from acting, in a particular manner and do not permit exceptions based on obtaining an approval. Waiver of those provisions relating to executive officers, senior financial officers and directors may only be granted by the Board of Directors.

RESPONSIBILITY FOR COMPLIANCE

Your responsibility

You are obligated to adhere to this policy in the performance of your job responsibilities. When faced with a situation that requires an evaluation of what is, and what is not, proper business conduct, begin by applying the following criteria:

- Is the course of conduct legal?
- Is the course of conduct in accordance with the guidelines set forth in this Code and with Company policies and procedures?

- Would you or the Company be compromised or embarrassed if the situation were known by your co-workers or the public?
- Does the intended course of conduct have the appearance of impropriety?

If you are unable to answer “yes” to the first two questions and “no” to the second two questions with certainty, seek advice through the channels described under the section entitled “To seek advice or report non-compliance.”

Remember that failure to report a violation of this Code is itself a violation.

To seek advice or report non-compliance

If you suspect non-compliance, or have a question as to any aspect of this Code, including its interpretation, application or compliance therewith, regarding yourself or any other employee of BioLineRx, you must seek the advice of the appropriate Company authority, such as your immediate supervisor, human resources manager or General Counsel. If for any reason you feel uncomfortable discussing your concerns or questions with these individuals, or if you are dissatisfied with their responses, seek advice from the Internal Auditor. If you prefer, you may correspond anonymously with the Internal Auditor through our confidential mailbox: biolinerx@deloitte.co.il.

The Company Compliance Team:

Nurit Benjamini Audit Committee Chairperson e-mail: nurit378@gmail.com Tel: 052-6440745	Linur Dloomy, CPA (Deloitte) Internal Auditor e-mail: LDloomy@deloitte.co.il Tel: 052-5838635
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Disciplinary action

The Company intends to prevent the occurrence of conduct not in compliance with the Code, applicable laws or regulations, or other policies, procedures and guidelines prepared by our Company and its business units and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Allegations of non-compliance with the Code will be investigated whenever necessary and evaluated at the proper level(s). Those found to be in violation of this Code are subject to appropriate disciplinary action, up to and including termination of employment. Criminal misconduct may be referred to the appropriate legal authorities for prosecution.

When in doubt . . .

If you think you are being asked to behave or conduct business in an illegal, unethical or otherwise inappropriate manner, or you suspect others of such behavior, immediately report your concerns through the channels described above. You will **not** be penalized for reporting what you believe, in good faith, to be a breach of the Code; even if it later turns out that a violation has not occurred.

THE EMPLOYMENT RELATIONSHIP

Terms of employment

BioLineRx employees are generally employed by the Company either pursuant to an employment contract or other arrangement. Subject to applicable law, both the employee and the employer are legally allowed to terminate the employment at will. This BioLineRx Code

may be revised from time to time at the Company's discretion and is not a contract of employment.

Anti-discrimination and anti-harassment

BioLineRx hires, pays, promotes and makes other employment decisions based upon lawful factors, such as qualifications and performance, and without regard to race, sex, color, religion, age, national origin, sexual orientation, disability or any other basis that is protected under applicable law.

Drug and alcohol abuse and drug-free workplace

BioLineRx prohibits the illegal use, sale, purchase, transfer, possession or presence in one's system of drugs, other than medically prescribed drugs, while on the Company's premises.

Workplace violence

BioLineRx does not tolerate workplace violence or threats of violence committed by or against employees or property.

Conflict of interest and opportunities for personal gain

All directors, officers and employees must avoid relationships, activities or interests that conflict or appear to conflict with the interests of the Company. Directors, officers and all employees have an obligation to promptly disclose to their supervisor or local internal auditor any relationship, activity or interest that could possibly involve or appear to involve an actual or potential conflict of interest. If you are unsure whether something is a conflict of interest you are obligated to promptly disclose it to your supervisor.

Related party transactions

All directors, officers and employees should immediately inform a representative of the Finance Department or General Counsel at the outset of negotiations or contacts regarding a potential transaction between an entity or a person related to a director, officer or employee of BioLineRx or its subsidiaries and BioLineRx or its subsidiaries and in any event prior to completion of any such transaction (without regard to size or materiality).

Acceptance and giving entertainment or gifts

You may never accept bribes, kickbacks, or other types of unusual payments from any organization or individual seeking to do business with, doing business with, or competing with BioLineRx. You may accept gifts or entertainment of nominal value as part of the normal business process if public knowledge of your acceptance would cause the Company no conceivable embarrassment. In accordance with foreign laws, you are prohibited from directly or indirectly authorizing, offering, promising or giving anything of value to a foreign governmental official as a means of influencing or inducing the official to obtain or retain business for BioLineRx.

Fraud

You may not engage in fraudulent conduct. "Fraud" is the deliberate practice of deception in order to receive unfair or unlawful gain.

Financial reporting

All financial and other records of the Company are required to accurately and fairly reflect the Company's assets, liabilities, revenues and expenses.

Outside employment or consulting

Employment as a consultant, officer, or manager of another business organization requires prior written management approval. Outside employment or consulting must never interfere with your job performance, utilize Company property or facilities, involve the implicit or explicit sponsorship of the Company, or create the possibility of adverse publicity for the Company.

Political activity and contributions

Requiring anyone at BioLineRx to make a personal or corporate contribution to any candidate, political party, or holder of any governmental office is prohibited. You are free to participate in lawful political activity.

Company records and accounts

All Company records and accounts are the property of BioLineRx. Company records and accounts must be maintained at all times in reasonable detail and in a manner that accurately reflects all business and financial transactions, including the disposition of assets. The destruction or falsification of a document in order to impede a litigation, governmental investigation, audit or examination is prohibited and may lead to prosecution for obstruction of justice.

Protection of the Company's Property

All employees should endeavor to protect the Company's property, plant and other tangible and intangible assets. Company property should not be used for non-Company business, though incidental personal use may be permitted.

Expense accounts

The Company recognizes its responsibility to reimburse you for legitimate business expenses. Those expenses should be within reasonable limits and commensurate with the nature of the business assignment. You are expected to fully and clearly document business expenses and comply with the travel policy, which applies to your business unit/locale.

Employee privacy

Company information about employees is confidential and only those with a legitimate, work-related need may access such information. BioLineRx will not release any information about you to entities outside the Company without your written authorization or unless required to do so by applicable law, pursuant to a summons, subpoena or court order, or as deemed appropriate by the Company.

Proprietary information and intellectual property

Proprietary business, technical, personal information or any trade secret of the Company and its employees, customers and suppliers is considered confidential and must be safeguarded. Intellectual property developed by you or by others for the Company, or for which the Company has secured rights from others, should be used only for the benefit of the Company. Accordingly, all intellectual property rights derived from confidential information or other materials made, originated or developed by the employees shall belong exclusively to the Company, and the employees who are the inventors or developers of such intellectual property rights shall have no rights or benefits therein or deriving therefrom. You may not disclose proprietary information of the Company, its employees, customers, former employees, former customers or suppliers. These prohibitions continue even if you cease being employed by the Company for any reason.

Corporate data security

Corporate data refers to all information collected, created, processed and/or maintained in the normal course of BioLineRx's business. The data may be in manual form (examples include verbal, handwritten, typed onto hard copy, microfilmed, photocopied or computer printouts), electronic form (examples include e-mails, voice-mails, computer memory, magnetic tape, cassette, disk, or diskette), or BioLineRx specific information included in computer applications programs, personal computing software, or operating system software.

All BioLineRx employees and any other person having physical or electronic access to corporate data are responsible for safeguarding corporate data by knowing and keeping such corporate data confidential.

Electronic communications

You may not access or use BioLineRx's electronic and wire communications systems without appropriate authority. No individual shall use the passwords or codes of another individual in order to gain access to that individual's e-mail, voice mail, or Internet communications on BioLineRx's systems unless first authorized to do so by that individual or the Company. These systems are provided for Company business, and only occasional personal use of the systems is permissible. Occasional personal use means minimal and infrequent use that does not interfere with BioLineRx business or job performance. BioLineRx's systems may not be used to access or transmit material that could embarrass, harass, or offend other persons.

External communications

Requests for financial or business information, for interviews with any BioLineRx employee including comments or responding to requests relating to BioLineRx or its business, or the issuance of any press releases by any BioLineRx employee must be referred to the CFO.

Public disclosure requirements

All reports and submissions ("Reports") of BioLineRx to the SEC, NASDAQ, the Israel Securities Authority and the Tel Aviv Stock Exchange must comply with applicable legal and exchange requirements and may not contain material misstatements or omit material facts.

RELATIONSHIPS WITH BUSINESS ENTITIES AND AUTHORITIES

Product quality

We are committed to making safe quality products for our sub licensees and future users of our products. We expect each BioLineRx employee to contribute to these standards by providing high quality work, being fully familiar with applicable laws and regulations that are pertinent to their areas of responsibility and participating in training programs provided by the Company covering broad ranges of activities. Employees are also encouraged to exert diligence in identifying and preventing practices that could impair product quality, safety or compliance with law.

Economic Sanctions

BioLineRx employees must comply with the applicable laws and regulations relating to economic and trade sanctions and embargoes against certain countries or entities. This includes refraining from indirect facilitation of a prohibited transaction.

Foreign corrupt practices and anti-boycott laws

In accordance with local and/or foreign laws, BioLineRx employees are prohibited from directly or indirectly authorizing, offering, promising or giving anything of value to a foreign

governmental official as a means of influencing or inducing the official to obtain or retain business for BioLineRx. BioLineRx employees also are required to comply with applicable corrupt practices laws and anti-boycott laws that prohibit participation in certain foreign boycotts.

Securities laws compliance/insider trading

All BioLineRx employees must strictly obey all laws that prohibit the trading of securities based on prior knowledge of “material,” “non-public” information about BioLineRx. You may not trade BioLineRx stock, nor recommend to others that they trade BioLineRx stock, until such information has been publicly disclosed. These restrictions also apply to any trading, including securities of other companies, based on material, non-public information about customers, competitors or business partners of BioLineRx, either when trading BioLineRx securities or the securities of these other companies as well.

Unfair trade practices and fair dealing

All BioLineRx employees must comply with applicable laws in their place of employment and the laws of other applicable jurisdictions that prohibit unfair or deceptive business acts and practices, as well as unfair competition.

Environmental protection

As a Company we are committed to full compliance with all applicable environmental protection laws and expect your individual cooperation.

Health and safety

Employees must observe safe practices on their jobs, report any injury or accident at work promptly and follow Company security and emergency policies and procedures.

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