

**BIOLINERX LTD.**

**NOTICE OF  
2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

May 15, 2012

Notice is hereby given that the Annual General Meeting of the shareholders (the “**Meeting**”) of BioLineRx Ltd. (the “**Company**”) will be held at the offices of the Company at 19 Hartum St., Har Hotzvim, Jerusalem, Israel, on May 15, 2012 at 11:00 a.m. for the following purposes:

1. TO VOTE ON THE PROPOSAL TO RE-ELECT four directors for the coming year.
2. TO VOTE ON THE PROPOSAL TO RE-APPOINT Kesselman & Kesselman, Certified Public Accountants (Isr.), a member of PricewaterhouseCoopers International Limited, as the independent public auditors of the Company for the year ending December 31, 2012 and to authorize the Audit Committee of the Board of Directors to fix the compensation of said auditors in accordance with the amount and nature of their services.
3. TO VOTE ON THE PROPOSAL TO APPROVE an increase in the Company’s registered share capital and a corresponding amendment to Article 4.1 of the Company’s Articles of Association.
4. TO VOTE ON THE PROPOSAL TO APPROVE an amendment to Article 6.1 of the Company’s Articles of Association relating to the authority to execute share certificates.
5. TO REVIEW the Company’s Annual Report and financial statements for the year ended December 31, 2011, and to transact such other business as may properly come before the Meeting.

Shareholders of record at the close of business on April 10, 2012 (the “**Record Date**”) are entitled to notice of and to vote at the Meeting. All shareholders are cordially invited to attend the Meeting in person.

Whether or not you plan to attend the Meeting, you are urged to promptly complete, date and sign the enclosed proxy and to mail it in the enclosed envelope, which requires no postage if mailed in the United States. The proxy card must be received by the Company no later than close of business on May 13, 2012 to be validly included in the tally of ordinary shares voted at the Meeting. Return of your proxy does not deprive you of your right to attend the Meeting, to revoke the proxy or to vote your shares in person.

Beneficial owners who hold their shares through members of the Tel Aviv Stock Exchange (“**TASE**”) may either vote their shares in person at the Meeting by presenting a certificate signed by a member of the TASE which complies with the Israel Companies Regulations (Proof of Ownership for Voting in General Meetings) -2000 as proof of ownership of the shares, or send such certificate along with a duly executed proxy to the Company at 19 Hartum St., Har Hotzvim, Jerusalem, Israel, Attention: General Counsel.

Approval of the proposals to be presented at the Meeting requires the affirmative vote of shareholders present (in person, by proxy or by providing a written ballot) and holding our ordinary shares, nominal value New Israeli Shekels 0.01 each, amounting in the aggregate to the majority of the voting power of the shareholders who are present in person or by proxy or by providing a written ballot and voting on such proposal.

By Order of the Board of Directors,

BioLineRx Ltd.

April 5, 2012

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