

June 2006

**XTL Biopharmaceuticals Ltd.
CODE of CONDUCT and ETHICS**

TABLE OF CONTENTS

Purpose	
Reporting Violations	
Our Obligation to You	
Compliance Officer and Compliance Committee	
Investigations and Enforcement	
Your Obligation to XTL Biopharmaceuticals Ltd.	
Disclosure, Amendments and Waivers	
Standards of Conduct and Ethics for Employees, Officers and Directors	
Compliance with Laws, Rules and Regulations	
Conflicts of Interest	
Corporate Opportunities	
Protection and Proper Use of Company Assets	
Work Environment	
Confidential and Proprietary Information	
Fraudulent Activities.....	
Integrity of Records and Compliance with Accounting Principles	
Fair and Honest Dealing	
Bribery, Kickbacks and Other Improper Payments; Customer and Supplier Relations	
Ethics & Compliance in the International Community	
Supplemental Standards for Executive Officer and other Senior Financial Officers.....	
Contacts and Phone Numbers	

This code is also available on the XTL Biopharmaceuticals Ltd. website.

This code is not intended to create, nor does it create, any contractual rights related to employment.

PURPOSE

Dear XTLbio employees, officers and directors:

XTLbio encourages you to conduct yourself everyday in a way that helps us maintain an outstanding reputation in the communities we serve. You already are excellent stewards for the company. This Code puts into writing many of the behaviors that you already display and the actions you are already taking. Nonetheless, a written code is an important reference source for employees, officers and directors, especially in situations where there is some question about how to determine “the right thing to do.” Additional guidance is provided in the policies of the company.

You should keep in mind these important considerations when reading this Code:

- The Code should be applied both in letter and in spirit.
- This Code should be considered together with any applicable laws and regulations, as well as any applicable company policies and procedures.
- The Code applies to all of our employees, officers and directors regardless of where they work or their positions in the overall organization.
- It is the policy of the company for anyone aware of any possible violation of this Code or of any company policy or legal requirement to report the possible violation. We will not tolerate retaliation against anyone for such reporting.
- Anyone who does not comply with this Code, as well as with other company policies and procedures, may be disciplined up to and including termination. Violations of the standards outlined in this Code also could result in criminal penalties, civil liabilities, or both.

Integrity and a high standard of ethics are fundamental to our beliefs. XTLbio is committed to doing what is right and deterring wrongdoing. In dealings with our customers, suppliers and fellow employees, these principles require that we:

- conduct ourselves in a forthright and honest manner
- are fair and considerate in all dealings
- maintain professional behavior in all relationships
- make only commitments we believe we can keep – and keep them
- respect the rights and dignity of all individuals
- obey the law

XTLbio will take steps to communicate the provisions of this Code and other company policies and procedures to its workforce through periodic training programs and the dissemination of other information. Your commitment to this Code is required. If you have questions about this Code or the proper course of action to take in a particular situation, ask

your immediate supervisor or the Compliance Officer for direction. We may modify the Code from time to time, so please be alert to notices relating to changes.

Executive Officers and Other Senior Financial Officers

This Code contains additional standards of conduct for the company's executive officers and senior financial officers that can be found under the section entitled "Supplemental Standards for Executive Officer and Other Senior Financial Officers."

REPORTING VIOLATIONS

It is the policy of the company that anyone aware of a possible violation of this Code, or any other XTLbio policy or legal requirement, report that possible violation to the company. There are several options available to you if you need to make a report:

You can speak with your supervisor. We encourage you first to contact your immediate supervisor, who is in turn responsible for informing the company's Compliance Officer of any concerns raised.

You can speak directly with the Compliance Officer. If you prefer not to discuss a concern with your own supervisor, you may instead contact the Compliance Officer, Bill Kessler, directly at +972-8-930-4444. You are also free to email the Compliance Officer at bkessler@xtlbio.com.

You can call our compliance line. You can use the Compliance Line to report possible violations or to check on the status of a previously filed report. You can also report to the Compliance Line if you feel that a report previously made to company management, your supervisor, other management personnel or the Compliance Officer has not been addressed.

Dialing from the U.S. You may reach the *Compliance* Line by dialing 1-800-826-6762.

Dialing from Israel. For toll-free access from Israel, first dial the country-specific access code, 1-80-949-4949 (No need to dial an international dialing code) and wait for the prompt for the compliance line's toll-free number. Then dial 800-826-6762.

If you report a possible violation, regardless of the method that you use to make the report, it is important that you provide as much detail as possible, including names, dates, times, locations and the specific conduct in question. Only with sufficient specific information can the company adequately investigate the reported action.

Your submission of information will be treated in a confidential manner to the extent reasonably possible. Please note, however, that if an investigation by the company of the activities you have reported takes place, it may be impossible for the company to maintain the confidentiality of the fact of the report or the information reported.

OUR OBLIGATION TO YOU

XTLbio is committed to providing a workplace conducive to open discussion of its business practices. It is the policy of the company for anyone aware of any possible violation of this Code or of any company policy or legal requirement to report the possible violation. We will not tolerate retaliation against anyone for such reporting. It is also the policy of the company to comply with all laws that protect employees against unlawful discrimination or retaliation by anyone at the company as a result of their lawfully and truthfully reporting information regarding, or their participating in, investigations involving allegations of corporate fraud or other violations by the company or its agents of federal or state law.

Of course, reports based upon evidence that the employee knows to be false and reports that the employee knows, or reasonably should know, to be groundless are not appropriate and the company reserves the right to take appropriate disciplinary action with respect to such reports. In addition, except to the extent required by law, this policy does not cover an employee who violates the confidentiality of any applicable lawyer-client privilege to which the company or its agents may be entitled, or who violates his or her confidentiality obligations with regard to the company's trade secrets, or confidential information. If you have any questions as to what information may be confidential or as to what your obligations may be with respect to particular information, you should contact the Compliance Officer.

If you believe that you have been subjected to any action that violates this policy, you may file a complaint with your supervisor or the Compliance Officer. If it is determined that you experienced any improper employment action in violation of this policy, corrective action will be taken.

CHIEF COMPLIANCE OFFICER

As part of XTLbio's commitment to conducting its business ethically, the Board of Directors has appointed a Compliance Officer to help administer and implement the Code.

The Compliance Officer will handle the company's day-to-day compliance matters. The Compliance Officer has overall responsibility to:

- Receive, collect, review, process, investigate and resolve concerns and reports by employees and others on the matters described in the Code;
- Work with legal counsel from time to time to review the Code in connection with current federal, state and local laws;
- Recommend to the Governance and Nominating Committee and Audit Committee of the Board of Directors any updates to the Code he deems necessary;
- Present directly to the Audit Committee of the Board of Directors on a periodic basis, unless immediate attention by the Audit Committee as warranted, a copy of each report received regarding the Company's accounting, auditing, and internal auditing controls or disclosure practices.
- Coordinate with Human Resources the establishment of programs to educate all employees, officers and directors about the Code and compliance issues;
- Provide guidance on the meaning and application of the Code;
- Communicate with independent contractors and agents about the Code, as necessary;
- Monitor and audit compliance with the Code; and
- Report periodically to management and Audit Committee of the Board of Directors on implementation and effectiveness of the Code and other compliance matters.

INVESTIGATIONS AND ENFORCEMENT

Reports of possible violations of the Code will be collected, reviewed and processed by the Compliance Officer. The Compliance Officer may refer reports submitted, as he or she determines to be appropriate or as required under the directives of the Board of Directors to the Board or an appropriate committee of the Board. Any reports submitted that involve the company's accounting, auditing and internal auditing controls and disclosure practices will be presented directly to the Audit Committee of the Board of Directors on a periodic basis, unless immediate attention by the Audit Committee is warranted.

Reports of possible violations of the Code will be investigated by the company and, if a violation of the Code is substantiated, disciplinary action will be taken, where necessary, including appropriate sanctions for the individual(s) involved, up to and including termination of employment. Any executive officer or director believed to have participated in a possible violation shall not be permitted to participate in any investigation or recommendation for disciplinary action or sanctions.

Violations of the Code that may also constitute illegal conduct shall be addressed, which may include making a report to civil or criminal authorities for further action. In addition, XTLbio may, under certain circumstances, be required to disclose violations of the Code to the stockholders of the company.

XTLbio may also from time to time conduct reviews to assess compliance with the Code.

YOUR OBLIGATION TO XTLBIO

The following information outlines standards of conduct and ethics of XTLbio and its subsidiaries and affiliates. One person's misconduct can damage the company's hard-earned reputation and compromise the public's trust in the company. Every XTLbio employee should become familiar with this Code.

- It is your responsibility to comply with the law and behave in an ethical manner.
- This Code cannot anticipate every possible situation or cover every topic in detail. From time-to-time, the company may establish special policies to address specific subjects. If you are unclear about a situation, stop and ask for guidance before taking action.
- Failure to obey laws and regulations violates this Code and may expose both you and the company to criminal or civil sanctions. Any violation of this Code or other company policies may result in disciplinary action, up to and including termination. The company may also seek civil remedies from you and even refer criminal misconduct to law enforcement agencies.
- You are responsible for reporting possible violations of this Code to the company.

- If you have a question about a topic covered in this Code or a concern regarding any conduct, please speak with your supervisor or with the Compliance Officer.
- If you are uncomfortable speaking with any of these people or you wish to remain anonymous, you may call the Compliance Line.

DISCLOSURE, AMENDMENTS AND WAIVERS

Disclosure

To the extent required by law, the company shall publicly (*e.g.*, in its Annual Report on Form 20-F or on its website) disclose this Code and its application to all of the company's directors, executive officers, senior financial officers and other employees.

Amendments

This Code may only be amended by XTLbio's Board of Directors or a duly authorized committee thereof. To the extent required by law, amendments to the Code shall be disclosed publicly.

Waivers

Any waiver of the Code for any XTLbio senior financial officer, executive officer or director may be made only by the Board of Directors or a duly authorized committee thereof. To the extent required by law, any such waivers for senior financial officers, executive officers or directors shall be disclosed publicly.

STANDARDS OF CONDUCT AND ETHICS FOR EMPLOYEES, OFFICERS AND DIRECTORS

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

XTLbio strives to ensure that all activity by or on behalf of the company is in compliance with applicable laws, rules and regulations. The following standards are intended to provide guidance to employees, officers and directors to assist them in their obligation to comply with applicable laws, rules and regulations. These standards are neither exclusive nor complete. Employees are required to comply with all applicable

laws, rules and regulations, whether or not specifically addressed in these policies. For additional guidance, or if questions regarding the existence, interpretation or application of any law, rule or regulation arise, please contact your supervisor or XTLbio's Compliance Officer.

Antitrust Laws

All employees must comply with applicable antitrust and similar laws that regulate competition in the countries in which we operate. Examples of conduct prohibited by such laws include:

- agreements to fix prices, bid rigging, market allocation and collusion (including price sharing) with competitors;
- boycotts, certain exclusive dealing arrangements and price discrimination agreements; and
- unfair trade practices, including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices.

Discrimination Laws

XTLbio believes the fair and equitable treatment of employees, customers and suppliers and other persons is critical to fulfilling its visions and goals. It is the policy of XTLbio to conduct its business, and to recruit, hire, train, promote, assign, transfer, layoff, recall and terminate employees, without regard to the race, color, religion, gender, ethnic origin, sexual orientation, age or disability of such person, or any other classification protected by applicable law. It is the policy of XTLbio to recruit, hire, train, promote, assign, transfer, layoff, recall and terminate employees based on their own ability, achievement, experience and conduct and other legitimate business reasons.

XTLbio is proud of its work environment, and we will continually take steps to maintain a pleasant work environment for all of our employees and at all of our locations. It is the company's policy that employees treat each other with courtesy, consideration and professionalism. XTLbio will not tolerate harassment of any employee by any other employee or supervisor for any reason. In addition, harassment for any discriminatory reason, such as race, sex, national origin, disability, sexual orientation, age or religion, is prohibited by applicable laws, which may subject the company and/or the individual harasser to liability for any such unlawful conduct. The company prohibits not only unlawful harassment, but also other unprofessional actions. Accordingly, derogatory racial, ethnic, religious, age, sexual orientation, sexual or other inappropriate remarks, slurs or jokes will not be tolerated. The company has adopted the required procedures in order to comply with the Israeli sexual harassment laws and regulations.

Employees should report allegations of harassment or discrimination immediately upon their occurrence. Reported allegations of harassment or discrimination will be investigated in accordance with applicable laws and human resources policies. Employees are expected to seek advice from the Compliance when confronted with

business decisions involving a risk of violation (or even the potential appearance of violation) of these laws.

Political Process

Employees, officers and directors shall comply with all laws, rules and regulations governing campaign finance and lobbying activities and shall not engage in any conduct that is intended to avoid the application of such laws to activities undertaken on XTLbio's behalf.

CONFLICTS OF INTEREST

A "conflict of interest" occurs when an individual's private interest interferes in any way, or even appears to interfere, with the interests of the company as a whole. A conflict of interest situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the company.

Directors, officers and employees owe a duty of undivided and unqualified loyalty to the company and may not use their positions improperly to profit personally or to assist others in profiting at the expense of the company. All directors, officers and employees are expected to regulate their activities so as to avoid conflicts of interest. In addition, directors, officers and employees shall communicate to the Compliance Officer any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest.

While not all inclusive, the following will serve as a guide to the types of activities that might cause conflicts of interest:

Outside Financial Interests

- Ownership or other interest in or employment by any outside concern which does business with XTLbio. This does not apply to stock or other investments held in a publicly held company, provided that the stock and other investments do not, in the aggregate, exceed 5% of the outstanding ownership interests of such company. XTLbio may, following a review of the relevant facts, permit ownership interests which exceed these amounts if management or the Board of Directors, as appropriate, concludes such ownership interests will not adversely affect XTLbio's business interests or the judgment of the affected director, officer or employee.

- Conducting business, not on behalf of XTLbio, with any XTLbio vendor, supplier, contractor, agency, or any of their directors, officers or employees.
- Representation of XTLbio by a director, officer or employee in any transaction in which he or she, or a family member, has a substantial personal interest.
- Disclosure or use of confidential, special or inside information of or about XTLbio, particularly for personal profit or advantage of the director, officer or employee, or a family member of such person.
- Competition with XTLbio by a director, officer or employee, directly or indirectly, in the purchase, sale or ownership of property or services or business investment opportunities.

Services for Competitors/Vendors

No director, officer or employee shall perform work or render services for any competitor of XTLbio or for any organization with which XTLbio does business or which seeks to do business with XTLbio, outside of the normal course of his/her service or employment with XTLbio, without the approval of the Compliance Officer (for employees) or the Audit Committee of the Board of Directors (for executive officers, senior financial officers or directors). Nor shall any such person be a director, officer, or consultant of such an organization, nor permit his/her name to be used in any fashion that would tend to indicate a business connection with such organization without such approval.

Participation on Boards of Directors/Trustees

- XTLbio encourages its employees to participate in community organizations and those within the industry that we serve. In order to avoid any conflict of interest, or appearance of a conflict, that could arise from service by an employee of the company as a director of another organization, an employee must obtain approval from the Compliance Officer prior to serving as a member of the Board of Directors/Trustees of any business, industry or community organization.
- XTLbio retains the right to prohibit membership by officers or employees on any Board of Directors/Trustees where such membership might conflict with the best interests of the company.

- An officer or other employee must disclose all Board of Directors/Trustees activities to the Compliance Officer.

CORPORATE OPPORTUNITIES

Employees, officers and directors owe a duty to the company to advance its legitimate interests when the opportunity to do so arises. Employees, officers and directors shall not take for personal use (or for use by a family member) any business opportunity learned of during the course of serving XTLbio, using XTLbio property or as a result of such individual's position with XTLbio. To the extent that an employee, officer or director learns of a business opportunity that is within XTLbio's existing or proposed lines of business, the employee, officer or director should inform his or her supervisor or the Compliance Officer or the Board of Directors, as appropriate, of the business opportunity and refrain from personally pursuing the matter until such time as XTLbio decides to forego the business opportunity. At no time may any employee, officer or director utilize any XTLbio property, information or position to generate personal gain or engage or participate in any business that directly competes with XTLbio.

PROTECTION AND PROPER USE OF XTLBIO ASSETS

All employees, officers and directors shall strive to preserve and protect the company's assets and resources and to promote their efficient use. The standards set forth below are intended to guide employees, officers and directors by articulating XTLbio's expectations as they relate to activities or behaviors that may affect XTLbio's assets.

Personal Use of Corporate Assets

Theft, carelessness and waste have a direct impact on XTLbio's profitability. Employees, officers and directors are not to convert assets of the company to personal use. Company property should be used for the company's legitimate business purposes and the business of the company shall be conducted in a manner designed to further XTLbio's interest rather than the personal interest of an individual employee, officer or director. Employees, officers and directors are prohibited from the unauthorized use or taking of XTLbio's equipment, supplies, materials or services. Prior to engaging in any activity on company time which will result in remuneration to the employee, officer or director or the use of XTLbio's equipment, supplies, materials or services for personal or non-work related purposes, officers and other employees shall obtain the approval of the supervisor of the appropriate business unit and directors shall obtain the approval of the Board of Directors.

Use of Company Software

XTLbio's employees use software programs for word processing, spreadsheets, data management, and many other applications. Software products purchased by the company are covered by some form of licensing agreement that describes the terms, conditions and allowed uses. It is the company's policy to respect copyright laws and observe the terms and conditions of any license agreements. Copyright laws in Israel, the United States and other countries impose civil and criminal penalties for illegal reproductions and use of licensed software. You must be aware of the restrictions on the use of software and abide by those restrictions.

Computer Resources/E-mail

The company's computer resources, which include the electronic mail system, belong to the company and not to the employee. They are not intended to be used for amusement, solicitation, or other non-business purposes. While it is recognized that employees will occasionally use the system for personal communications, it is expected that such uses will be kept to a minimum and that employees will be responsible and professional in their use of E-mail. The use of the computer systems to make or forward derogatory or offensive remarks about other people or groups is prohibited. E-mail messages should be treated as any other written business communication.

CONFIDENTIAL AND PROPRIETARY INFORMATION

Confidentiality

Confidential information includes all non-public information that might be of use to competitors, or harmful to the company or its customers, if disclosed. All information (in any form, including electronic information) that is created or used in support of company business activities is the property of XTLbio. This company information is a valuable asset and employees, officers and directors are expected to protect it from unauthorized disclosure. This includes XTLbio customer, supplier, business partner and employee data. Applicable laws may restrict the use of such information and impose penalties for impermissible use or disclosure.

Employees, officers and directors must maintain the confidentiality of information entrusted to them by the company or its customers, vendors or consultants except when disclosure is properly authorized by the company or legally mandated. Employees, officers and directors shall take all reasonable efforts to safeguard such confidential information that is in their possession against inadvertent disclosure and shall comply with any non-disclosure obligations imposed on XTLbio in its agreements with third parties.

Information pertaining to XTLbio's competitive position or business strategies, and information relating to negotiations with employees or third parties, should be protected

and shared only with employees having a need to know such information in order to perform their job responsibilities.

All XTLbio employees, officers and directors have an obligation to conduct themselves in accordance with the principle of maintaining the confidentiality of patient and member information in accordance with all applicable laws and regulations. Employees, officers and directors shall refrain from revealing any personal or confidential information concerning patients or members unless supported by legitimate business or patient care purposes. If questions arise regarding an obligation to maintain the confidentiality of information or the appropriateness of releasing information, employees should seek guidance from XTLbio's Compliance Officer.

Intellectual Property and Proprietary Information

Employees, officers and directors must carefully maintain and manage the intellectual property rights of XTLbio, including patents, trademarks, copyrights and trade secrets, to preserve and protect their value. Information, ideas and intellectual property assets of XTLbio are important to the company's success.

XTLbio's name, logo, trademarks, inventions, processes and innovations are intellectual property assets and their protection is vital to the success of XTLbio's business. The company's and any of its subsidiaries' names, logos and other trademarks and service marks are to be used only for authorized company business and never in connection with personal or other activities unless appropriately approved and in accordance with company policy. In addition, our employees, officers and directors must respect the intellectual property rights of third parties. Violation of these rights can subject both you and the company to substantial liability, including criminal penalties.

A basic definition of common types of intellectual property rights follows:

A PATENT permits an investor to exclude others from making, using, offering to sell, selling or importing products or services covered by the claims of the patents. Report any unauthorized use of XTLbio's patents, and only use products or services covered by the patent of a third party as authorized by the terms of the license agreement that XTLbio has entered into with the third party.

TRADEMARKS and ***SERVICE MARKS*** are words, names, logos, and designs that help consumers recognize the source of a product or service and distinguish it from the source of products and services of competitors. Our name and logo are among XTLbio's most valuable assets. The use of XTLbio's trademarks or service marks by a third party must be properly authorized or licensed. Conversely, XTLbio should be properly licensed or authorized to use a third party trademark or service mark. Do not use a third party's trademark or service mark without written permission.

COPYRIGHTS protect works of authorship such as articles, drawings, photographs, video, music, audiotapes and software. The owner of a valid copyright enjoys many exclusive rights, including without limitation, the exclusive rights to copy, perform, make

derivative works and distribute the works. Do not use, copy, distribute or store works of authorship without first determining that XTLbio has obtained permission from the copyright holder or that other limited copying is legally permitted.

A TRADE SECRET is valuable non-public information, regardless of the form of the information, that creates (i) a competitive advantage for XTLbio by being kept secret and (ii) is the subject of efforts by XTLbio reasonable under the circumstances to maintain the secrecy of the information. Examples may include information about customers, like their buying patterns and needs, and financial, planning, marketing, and strategic information about XTLbio's current and future business plans. Treat as trade secrets and keep confidential all commercially sensitive and important business information of XTLbio and all similar information of other companies and persons that XTLbio has received under a confidentiality agreement. Follow all Company policies regarding the treatment of sensitive information and follow all security measures regarding the disclosure and distribution of sensitive information.

Intellectual property that you create while employed by XTLbio belongs to XTLbio. You must share any innovations or inventions you create with your supervisor so that the company can take steps to protect these valuable assets.

Records Management

XTLbio's corporate records are important assets. Corporate records include essentially everything you produce as an employee, regardless of its format. A corporate record may be in the form of paper, computer tapes, microfilm, E-mail, or voice mail. It may be something as obvious as a memorandum or a contract or something not as obvious, such as a desk calendar, an appointment book, or an expense record.

XTLbio is required by law to maintain certain types of corporate records, usually for a specified period of time. Failure to retain such documents for such minimum periods could subject XTLbio to penalties and fines, cause the loss of rights, obstruct justice, place XTLbio in contempt of court, or place XTLbio at a serious disadvantage in litigation. However, storage of voluminous records over time is costly. Therefore, XTLbio has established controls to assure retention for required periods and timely destruction of retrievable records, such as paper copies and records on computers, electronic systems, microfiche, and microfilm. Even if a document is retained for the legally required period, liability could still result if a document is destroyed before its scheduled destruction date.

XTLbio expects all employees to become familiar with and fully comply with the records retention/destruction schedule for the departments for which they work. If you believe documents should be retained beyond the applicable retention period, consult with the Compliance Officer.

Personnel Actions/Decisions

Salary, benefit, medical and other personal information relating to employees shall be treated as confidential. Personnel files, payroll information, disciplinary matters, and similar information are to be maintained in a manner designed to protect confidentiality in accordance with applicable laws. Employees, officers and directors shall exercise due care to prevent the release or sharing of information beyond those persons who may need such information to fulfill their job function. Notwithstanding the foregoing, all personnel information belongs solely to the company and may be reviewed or used by the company as needed to conduct its business.

FRAUDULENT ACTIVITIES

You should report any activities that you believe may constitute a violation of any law relating to securities, mail fraud, bank, or wire, radio or television fraud, any rule or regulation of the London Stock Exchange, the Tel Aviv Stock Exchange or the Securities and Exchange Commission, or any provision of law relating to fraud against shareholders.

INTEGRITY OF RECORDS AND COMPLIANCE WITH ACCOUNTING PRINCIPLES

The preparation and maintenance of accurate and reliable business records is required by law and is of critical importance to XTLbio's decision-making processes and to the proper discharge of our financial, legal, and reporting obligations. All financial and other business records, including expense accounts, purchase orders, requisitions, bills, payroll, reports to government agencies, and other reports, books and records of must be prepared with care and honesty. False or misleading entries in such records are unlawful and are not permitted. All corporate funds and assets must be recorded in accordance with GAAP and applicable corporate procedures. No undisclosed or unrecorded corporate funds shall be established for any purpose nor should XTLbio's funds be placed in any personal or non-corporate account. No director, officer or employee, whatever his or her position, is authorized to depart from XTLbio's policy or to condone a departure by anyone else.

XTLbio maintains a system of internal controls and procedures that it believes provides reasonable assurance that transactions are executed in accordance with management's authorization and properly recorded and that financial records and reports are accurate and reliable. This system includes written policies and procedures. All directors, officers and employees are expected to adhere to these procedures.

Compliance with accounting and internal controls and procedures and auditing procedures is required at all times. The company expects for both the letter and the spirit of internal controls and procedures to be strictly adhered to at all times.

FAIR AND HONEST DEALING

Employees, officers and directors shall deal fairly and honestly with XTLbio's shareholders, customers, suppliers, competitors and employees. Such individuals shall behave in an ethical manner and shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

BRIBERY, KICKBACKS AND OTHER IMPROPER PAYMENTS; CUSTOMER AND SUPPLIER RELATIONS

General

XTLbio and its employees, officers and directors must maintain high ethical and professional standards in dealing with government officials and members of the private sector. XTLbio funds, property or services must not be given, either directly or indirectly, to anyone in an improper effort to obtain or retain business for XTLbio or to obtain special or unusual treatment in connection with a business transaction.

Selling to Customers

XTLbio competes vigorously, but fairly. Do not misrepresent our products, services or capabilities, even if fair and honest representation means losing a sale. If silence about a fact could mislead a customer, disclose the information. Communicate clearly and precisely so that customers understand the terms of contracts, including schedules, prices, and responsibilities. Customers rely on the company's employees and on our commitment to them.

Choosing Suppliers

Strive to build good working relationships with the company's suppliers. Choose suppliers based on merit, considering, among other things, price, quality, delivery capability, responsiveness and reputation for service and integrity.

Business Courtesies and Inducements

Gifts, meals and entertainment are common courtesies intended to build goodwill and sound working relationships among business professionals. You may accept or offer meals and entertainment from and to other business professionals if they are voluntarily offered, for a legitimate business purpose, are reasonable, and do not compromise (or could appear to compromise) your or their business judgment or your or their ability to make objective and fair business decisions.

It is improper for you or your family members to knowingly request, accept or offer anything else that could be construed as an attempt to influence your performance of duties or to favor a customer, supplier, or competitor contrary to the best interests of the company, including gifts, payments, travel, honoraria, or other valuable benefits from any existing or potential customer, supplier, or competitor. Loans of any sort are strictly prohibited.

Sales-related commissions, rebates, discounts, credits and allowances are often customary business inducements. Both givers and receivers of these inducements need to be careful to avoid illegal or unethical payments and to maintain compliance with tax laws, if applicable. Any such commissions or credits given or received by XTLbio must be reasonable in value, competitively justified, properly documented and made to the business entity with which the original sales agreement was made or to which the original invoice was issued. Such inducements should not be made to or received by individual officers, employees or agents of the business entity or to another related business entity. Although discouraged, some payments are permitted if they are legal and necessary, and if they follow established, well-recognized practice in the area. Payments must be made only for administrative actions to which the company is clearly entitled and they should be approved and recorded.

Dealings with Government Agencies

Special care must be taken when dealing with government customers. Activities that might be appropriate when working with private sector customers may be improper and even illegal when dealing with government employees, or when providing goods and services to another customer who, in turn, will deliver the company's product to a government end user. Do not directly or indirectly promise, offer or make payment in money or anything of value to anyone, including a government official, agent or employee of a government, political party, labor organization or business entity or a candidate of a political party, or their families, with the intent to induce favorable business treatment or to improperly affect business or government decisions. This policy prohibits actions intended either to influence a specific decision or merely to enhance future relationships. It is also inappropriate in certain circumstances to discuss employment possibilities with government employees while doing business with the government. In short, special care must be taken when dealing with government customers. Contact the Compliance Officer if you have questions concerning compliance with these obligations.

ETHICS & COMPLIANCE IN THE INTERNATIONAL COMMUNITY

XTLbio is committed to maintaining high standards of business conduct at home and abroad. XTLbio and its employees, officers and directors must comply with all local laws of the countries in which the company conducts business, applicable Israeli laws, international and intergovernmental regulations and U.S. laws that apply to international activities and other applicable laws.

If you conduct business for XTLbio outside of Israel, in addition to being familiar with the local laws of the other countries involved, be sure you are familiar with the following U.S. laws and regulations. Violations of these laws can result in substantial fines, imprisonment and severe restrictions on the company's ability to do business.

Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (FCPA) has a variety of provisions that regulate business in other countries and with foreign citizens. In essence, the FCPA makes it a crime to promise or give anything of value to a foreign official or political party in order to obtain or keep business or obtain any improper advantage. It is also illegal to make payments to agents, sales representatives or other third parties if you have reason to believe your gift will be used illegally. Seek advice from the Compliance Officer for interpretation of the FCPA if you are involved in any business dealings that involve foreign countries.

Anti-Boycott Laws

It is against the law to cooperate in any boycotts between foreign countries not sanctioned by U.S. law. All requests for boycott support or boycott-related information must be reported.

Treasury Embargo Sanctions

The Treasury Department's office of Foreign Assets Control prohibits U.S. companies and their foreign subsidiaries from doing business with certain countries and agencies and certain individuals. The regulations vary depending on the country and the type of transaction and often change as U.S. foreign policy changes. If you are aware of any sensitive political issues with a country in which XTLbio is doing or considering doing business, seek advice from the Compliance Officer.

Export Control Restriction

To prevent sensitive goods, technology and software from falling into the wrong hands, exports of these products and technical information to certain countries or individuals are restricted. These restrictions may also apply to transfers between XTLbio and its foreign subsidiaries.

An "export" is defined as any method of conveying data to foreign individuals or companies, including sales, training and consulting, product promotion and casual conversation, even if these activities occur in the U.S. Because these control restrictions are designed to further U.S. foreign policy and national security goals, they are subject to change. Obtain guidance from the Compliance Officer to identify the applicable rules before exporting such goods or technology. In addition to these specific laws, be aware that U.S. antitrust laws and certain employment laws apply to XTLbio's international operations.

SUPPLEMENTAL STANDARDS FOR EXECUTIVE OFFICER AND OTHER SENIOR FINANCIAL OFFICERS

The Board of Directors of XTLbio has established certain supplemental ethical standards for the company's principal executive officer, principal financial officer and comptroller or principal accounting officer, or persons performing similar functions (the "Financial Officers"). The Financial Officers must comply with these standards in addition to all of the other standards contained in this Code.

Integrity and Accuracy of Public Disclosures

The Financial Officers shall take all reasonable steps to provide full, fair, accurate, timely and understandable disclosures in the reports and documents that the company files with or submits to the Securities and Exchange Commission and in other public communications made by the company. In the event that a Financial Officer learns that any such report, document or communication does not meet this standard and the deviation is material, then such officer shall review and investigate such deviation, advise the Board of Directors or the appropriate committee of the Board of Directors regarding the deviation and, where necessary, revise the relevant report, document or communication.

Accounting Treatment

Although a particular accounting treatment for one or more of XTLbio's operations may be permitted under applicable accounting standards, the Financial Officers shall not authorize or permit the use of such an accounting treatment if the effect is to distort or conceal XTLbio's true financial condition. The accounting standards and treatments utilized by XTLbio shall, in all instances, be determined on an objective and uniform basis and without reference to a single transaction or series of transactions and their impact on XTLbio's financial results for a particular time period. Any new or novel accounting treatment or standard that is to be utilized in the preparation of XTLbio's financial statements shall be first discussed with the Audit Committee of the Board of Directors, and XTLbio's independent auditors.

CONTACTS AND PHONE NUMBERS

Corporate Compliance Officer, Bill Kessler +972-8-930-4444
(For access outside of the USA, US territories or Canada, first dial the Direct Access Number for the country from which you are calling.)

Compliance Line – Dialing from the U.S. 1-800-826-6762
(For toll-free access outside of the USA, US territories or Canada, first dial the Direct Access Number for the country from which you are calling.)

Compliance Line - Dialing from Israel. For toll-free access from Israel, first dial the country-specific access code, 1-80-949-4949 (No need to dial an international dialing code) and wait for the prompt for the compliance line's toll-free number.
Then dial 800-826-6762.

This Code is not intended to create, nor does it create, any contractual rights related to employment.