

Ellomay Capital Ltd.

Code of Business Conduct and Ethics

A. PURPOSE

The purpose of this Ellomay Capital Ltd. - Code of Business Conduct and Ethics (the “Code”) is to provide a general statement regarding the expectations of Ellomay Capital Ltd. and its subsidiaries (together, the “Company”) as to the legal and ethical nature of conduct of the Company’s directors, officers and employees while acting on the Company’s behalf and to provide for the administration of the Code. The Company expects every officer, director and employee to read and understand this Code and its application to the performance of his or her business responsibilities. The Company will hold each of its officers, directors and employees accountable for adherence to the Code.

B. POLICY

I. Standards of Conduct

It is the Company’s policy to observe and comply with all Laws (laws, rules and regulations of government agencies and authorities) applicable to it or the conduct of its business wherever located. In some situations the applicable Law of Israel or the United States may conflict with the applicable Law of another country. In such cases the Company will endeavor to resolve such conflict following the guidance of its legal advisors.

The Code, which applies to all directors, officers and employees of the Company, sets forth specific corporate policies governing the conduct of the business of the Company. These policies were developed and are intended to be applied in good faith with reasonable business judgment to enable the Company to achieve its operating and financial goals within the framework of the Law.

It is the personal responsibility of each director, officer and employee of the Company to adhere to the standards and restrictions, whether imposed by Law or the Code, applicable to his or her assigned duties and responsibilities and to conduct himself or herself accordingly. Such standards and restrictions require each director, officer and employee to avoid any activities that would involve the Company in any practice which is not in compliance with applicable Laws or the Code. Any director, officer and employee who does not adhere to such standards and restrictions is acting outside the scope of his or her service or employment.

When hiring an agent or an independent contractor who will be acting in the name of the Company, the hiring director, officer or employee should use his or her best

efforts to ensure that the agent or contractor is aware of the Company standards as contained in this Code.

In addition, all Company directors, officers and employees are expected to observe high standards of business and personal ethics in the discharge of their assigned duties and responsibilities. Such high standards require each director, officer and employee to employ honesty and integrity in all dealings with other Company directors, officers and employees, the public, the business community, shareholders, customers, suppliers and governmental and regulatory authorities.

Company policy prohibits unlawful discrimination against employees, shareholders, directors, officers, customers or suppliers.

No director, officer or employee should be misguided by any sense of loyalty to the Company or a desire for Company profitability that might cause him or her to disobey any applicable Law or Company policy. Violation of Company policy will constitute grounds for disciplinary action, including, when appropriate, termination of service or employment.

The following ethical business practices have been adopted by our Company:

1. Conflicts of Interest; Corporate Opportunities

A “conflict of interest” occurs when an individual’s personal interest interferes or appears to interfere with the interests of the Company. A conflict of interest can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may 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, whether received from the Company or a third party. Gifts to, loans to, or guarantees of obligations of, employees, officers and directors and their respective family members may create conflicts of interest. Company policy prohibits these and other conflicts (including apparent conflicts) between the private interests of any directors, officers or employees with the interests of the Company. In the event that such a conflict arises, the director, officer or employee must immediately notify his or her supervisors or the Board of Directors in full and in writing and reclude himself/herself from any involvement in the relevant matter, unless otherwise instructed by such supervisors or the Board of Directors, as the case may be. Conflicts of interest may not always be clear-cut, so if any director, officer or employee has a question, he or she should consult with a supervisor or the Company’s legal advisors.

Directors, officers and employees are prohibited from taking for themselves personally (or directing to a third party) opportunities that are discovered through the use of corporate property, information or position without the

consent of the Board. No director, officer or employee may use corporate property, information, or position for improper personal gain. Directors, officers, and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

2. Competition and Fair Dealings

We seek to outperform our competition fairly and honestly. Illegally obtaining proprietary information or possessing trade secret information is prohibited. Each director, officer or employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any director, officer or employee, family member of the individual or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any applicable laws or regulations. Please discuss with your supervisor any gifts or proposed gifts that you are not certain are appropriate.

3. Public Company Reporting: Accounting Controls, Procedures & Records

As a public company, it is of critical importance that the Company's filings with the Securities and Exchange Commission and any securities market, to the extent applicable, as well as any other public communications made by the Company, be full, fair, accurate, timely and understandable. Depending on their respective positions with the Company, directors, officers or employees may be called upon to provide information necessary to ensure that the Company's public reports meet the aforementioned criteria. The Company expects directors, officers and employees to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained.

The Company requires honest and accurate recording and reporting of information, including time sheets, income records and expense reports, in order to make responsible business decisions. Many directors, officers and

employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor.

4. Fraud & Similar Irregularities

Company policy prohibits fraud and has established procedures under the “Procedure for Disclosing Employee Complaints Procedures with respect to Code of Conduct, Accounting and Auditing Matters” (as amended, the “**Whistleblower Procedure**”) to be followed concerning the recognition, reporting and investigation of suspected fraud. The Whistleblower Procedure includes the contact information of the designated persons for disclosure under such procedure. The Board of Directors instructed the Company’s management to provide all employees with a copy of the Whistleblower Procedure.

5. Use & Disclosure of Inside Information

Company policy prohibits use by directors, officers and employees of inside information for personal gains in any way or manner, including trading, directly or indirectly, in Company securities and in third parties’ securities, and prohibits disclosure of material inside information to anyone other than persons within the Company whose positions require them to know such information. In order to assist with compliance with laws against insider trading, the Company has adopted a specific policy governing the trading in securities of the Company.

6. Protection and Proper Use of Company Assets

All directors, officers and employees should endeavor to protect the Company’s assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company’s profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of directors, officers and employees to protect the Company’s assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing plans, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

Company policy also prohibits directors, officers and employees from using the Company's or third parties' confidential or proprietary information for any purpose other than as required for the discharge of their duties, and from disclosing such information, either during or after service or employment, without Company authorization to do so, except if required by law, regulations or legal proceedings. All non-public information about the Company and third parties dealing with the Company should be considered confidential information. It is Company policy to include provisions for the protection of the Company's confidential and proprietary information in the employment agreements of its employees.

7. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act ("FCPA") prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to improperly influence any act or decision of such officials or candidates or in order to obtain or retain business. The FCPA also contains provisions requiring companies to keep books and records that accurately reflect all transactions. U.S. states and local governments, as well as other foreign governments, may have similar rules. We require full compliance with the FCPA by all of our directors, officers and employees.

II. Administration of the Code.

The Code shall be administered as follows:

1. Scope of the Code

It shall be the responsibility of the Management (i.e., the chief executive officer and the chief financial officer) of the Company to (i) publicize the Code in a manner that is simple and understandable; (ii) implement the Code and (iii) recommend to the Audit Committee to amend the Code. Directors, officers and employees are required to promptly report any alleged violation of the Code to their supervisor or to the legal advisors of the Company. If the director, officer or employee so desires he or she may report such alleged violation directly to the members of the Audit Committee of the Company in accordance with the Whistleblower Procedure. The legal advisors of the Company shall report each alleged violation to the Audit Committee, who, together with the legal advisors shall determine the nature and extent of any investigation to be made regarding any such violation, and in the event that the violation did occur, on the appropriate remedy to be taken. The Audit Committee may, periodically, in light of the experience of the Company, review the Code, and when necessary or desirable, make recommendations to the Board of Directors (a) to ensure its continued conformance to applicable Law, (b) to ensure that it meets or exceeds industry standards, and (c) to

ensure that any weaknesses revealed through monitoring, auditing and reporting systems are eliminated or corrected.

2. Allocations of Responsibility

The Management of the Company under the direction of the Audit Committee shall be responsible for the administration of the Code. The Management of the Company shall establish such procedures as it shall deem necessary or desirable in order to discharge this responsibility, subject in all cases to the approval of the Audit Committee. The Audit Committee may delegate authority to such committees, officers and other employees and may engage such agents and advisors as it shall deem necessary or desirable.

3. Communication of Policies

To ensure the continued dissemination and communication of the Code, the Management of the Company shall take, or cause to be taken, reasonable steps to communicate effectively the standards and procedures included in the Code to directors, officers and employees of the Company.

4. Monitoring and Auditing

The Management of the Company under the direction and/or supervision of the Audit Committee shall take reasonable steps to monitor compliance with the Code.

5. Investigation of Violations

If, through operation of the Company's violation reporting systems or otherwise, the Company receives information regarding an alleged violation of the Code, the person or persons authorized by the Audit Committee to investigate alleged violations of the Code shall, as appropriate, in accordance with procedures established by the Audit Committee:

- 5.1. evaluate such information as to gravity and credibility;
- 5.2. initiate an informal inquiry or a formal investigation with respect thereto;
- 5.3. prepare a report of the results of such inquiry or investigation, including recommendations as to the disposition of such matter;
- 5.4. make the results of such inquiry or investigation available to the Board of Directors or the Audit Committee for action (including disciplinary action by the Audit Committee); and
- 5.5. recommend changes in the Code necessary or desirable to prevent further similar violations.

It shall be a violation of this Company policy to intimidate or impose any form of retribution on any employee who reports in good faith suspected violations (except that appropriate action may be taken against such employee if such individual is one of the wrongdoers).

The Company may disclose the results of investigation to law enforcement agencies.

6. Disciplinary Measures

The Company shall consistently enforce its Code through appropriate means of discipline. Pursuant to procedures adopted by it, the Audit Committee shall determine whether violations of the Code have occurred and, if so, shall determine the disciplinary measures to be taken against any violator of the Code.

The disciplinary measures, which may be invoked at the discretion of the Audit Committee, include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, termination of employment or service and restitution.

Persons subject to disciplinary measures shall include, in addition to the violator, others involved in the wrongdoing such as (i) persons who fail to use reasonable care to detect a violation, (ii) persons who if requested to divulge information withhold material information regarding a violation, and (iii) supervisors who approve or condone the violations or attempt to retaliate against employees for reporting violations or violators.

7. Documentation

The Company shall document its compliance efforts and results to evidence its commitment to comply with the standards and procedures set forth above.

8. Amendment/Waiver

This Code may be amended or modified by the Board of Directors and all waivers for directors and executive officers must be approved by the Board of Directors, subject to the applicable disclosure and other provisions of the Securities Exchange Act of 1934, and the rules thereunder and the rules of any stock exchange, in the event applicable.

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