

EROS INTERNATIONAL PLC

Related Person Transaction Policies and Procedures

Policy

It is the policy of the Board of Directors of Eros International Plc ("Eros") that all Interested Transactions with Related Persons, as those terms are defined in this Policy, will be subject to approval or ratification in accordance with the procedures set forth below.

Procedures

Any Interested Transaction proposed to be entered into by Eros, its subsidiaries or The Eros Foundation (collectively, the "Company") must be reported to the Chief Financial Officer by any Related Person, or any director, executive officer or employee of the Company who knows of the transaction. The Audit Committee (the "Committee") will review the material facts of all Interested Transactions that require the Committee's approval and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below. If one of the Company's executive officers becomes aware of an Interested Transaction that was not previously approved or ratified under this Policy, such person shall promptly notify the Chair of the Committee, and the Committee will review the Interested Transaction and determine whether such Interested Transaction should be ratified or any other action, including rescission, should be taken.

If the Chair of the Committee determines that advance Committee approval of an Interested Transaction is not feasible, then the Chair may act on behalf of the Committee to review and approve the Interested Transaction, which will be considered and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting.

In determining whether to approve or ratify an Interested Transaction, the Committee or Chair, as applicable will take into account, among other factors it deems appropriate:

- whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances;
- the extent of the Related Person's interest in the Interested Transaction;
- whether the Interested Transaction was or will be undertaken in the ordinary course of business of the Company; and
- the purpose of, and the potential benefit to the Company, of the transaction.

The Committee or the Chair, as applicable, may approve or ratify the Interested Transaction only if the Committee or the Chair, as applicable, determines in good faith that, under all of the circumstances, the transaction is fair as to the Company. The

Committee or the Chair, as applicable, may, in its sole discretion, impose such conditions as it deems appropriate on the Company or the Related Person in connection with the approval of the Interested Transaction.

The Committee has reviewed the Interested Transactions described below in "Standing Pre-Approval for Certain Interested Transactions" and determined that each of the Interested Transactions described therein will be deemed to be pre-approved or ratified (as applicable) by the Committee under the terms of this Policy. In connection with each regularly scheduled meeting of the Committee, a summary of each new Interested Transaction pre-approved by the Chair in accordance with this Policy will be provided to the Committee for its review.

No director will participate in any discussion or approval of an Interested Transaction for which he or she (or an Immediate Family Member, as defined below) is a Related Person, except that the director will provide all material information concerning the Interested Transaction to the Committee.

If an Interested Transaction will be ongoing, the Committee may establish guidelines for Eros's management to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, on at least an annual basis, will review and assess ongoing relationships with the Related Person to see that they are in compliance with the Committee's guidelines and that the Interested Transaction remains appropriate.

Definitions

An "Interested Transaction" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (1) the aggregate amount involved since the beginning of the Company's last completed fiscal year is or is expected to exceed \$100,000 (including any periodic payments or installments due on or after the beginning of the Company's last completed fiscal year and, in the case of indebtedness, the largest amount expected to be outstanding and the amount of annual interest thereon), (2) the Company is or will be a participant, and (3) any Related Person has or will have a direct or indirect interest, other than solely as a result of being a director or, together with all other Related Persons, as defined below, a less than 10% beneficial owner of an equity interest in another entity, or both.

A "Related Person" is any (1) person who is or was (since the beginning of the Company's last completed fiscal year, even if they do not presently serve in that role) an executive officer, director or nominee for election as a director, (2) greater than 5% beneficial owner of the Company's common stock, or (3) Immediate Family Member of any of the foregoing. "Immediate Family Member" includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee).

Standing Pre-Approval for Certain Interested Transactions

The Committee has reviewed the types of Interested Transactions described below and determined that each of the following Interested Transactions will be deemed to be pre-approved by the Committee, even if the aggregate amount involved will exceed \$100,000.

1. ***Employment of executive officers.*** Any employment by the Company of an executive officer of the Company if:
 - a. the related compensation would be required, if Eros was not a foreign private issuer (a "FPI") as defined by the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to be reported in Eros's reports filed with the United States Securities Exchange Commission (the "SEC") under Item 402 of the SEC's compensation disclosure requirements (generally applicable to "named executive officers") and the Company's Remuneration Committee approved (or recommended that the Board approve) such compensation; or
 - b. the executive officer is not an Immediate Family Member of another executive officer or director of the Company, the related compensation would be required, if Eros was not a FPI, to be reported in Eros's reports filed with the SEC under Item 402 of the SEC's compensation disclosure requirements if the executive officer was a "named executive officer" and the Company's Remuneration Committee approved (or recommended that the Board approve) such compensation.
2. ***Director compensation.*** Any compensation paid to a director if the compensation would be required, if Eros was not an FPI, to be reported in Eros's reports filed with the SEC under Item 402 of the SEC's compensation disclosure requirements;
3. ***Transactions where all shareholders receive proportional benefits.*** Any transaction where the Related Person's interest arises solely from the ownership of Eros's ordinary shares and all holders of Eros's ordinary shares, regardless of class, received the same benefit on a *pro rata* basis (*e.g.* dividends).
4. ***Transactions involving competitive bids.*** Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids.
5. ***Regulated transactions.*** Any transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
6. ***Certain banking-related services.*** Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.