

**EROS INTERNATIONAL PLC**  
**CORPORATE GOVERNANCE POLICY**

The Board of directors (the "Board") of Eros International Plc (the "Company") has adopted the corporate governance principles set forth below as a framework for the governance of the Company. The Nomination Committee reviews the principles annually and recommends changes to the Board as appropriate.

**Role and Composition of the Board**

***Role of the Board***

The overriding requirement of the Board when looking at what principles to apply to good governance is that the Company be run in the long-term interest of the shareholders. In order to do this, the Company needs to effectively manage relationships with its employees, suppliers and customers and behave in an ethical manner with regard to the environment and society as a whole.

The Board of directors oversees the management of the Company and its business. The Board selects the executive officers, who are responsible for operating the Company's business, and monitors the performance of senior management. Consistent with the oversight function of the Board, the Board's core responsibilities include:

- assessing the performance of the Chief Executive Officer (the "CEO") and other executive officers and setting their remuneration on an annual basis;
- planning for CEO and senior management succession and overseeing senior management development;
- reviewing the Company's strategies and monitoring their implementation and results;
- overseeing the integrity of the Company's financial statements and the Company's financial reporting process;
- overseeing the Company's processes for assessing and managing risk;
- overseeing legal and regulatory compliance;
- nominating the Company's director candidates and appointing committee members; and
- providing advice and counsel to management regarding significant issues facing the Company and reviewing and approving significant corporate actions.

***Size, Composition and Membership Criteria***

The Nomination Committee reviews the qualifications of director candidates and incumbent directors in light of criteria approved by the Board and recommends the Company's candidates to the Board for election or reelection, as applicable, by the Company's shareholders at the Annual

General Meeting. The Board formally approves the Company's nominees for election or reelection, as applicable, to the Board at each Annual General Meeting. The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between Annual General Meetings.

All directors are required to submit themselves for re-election at the Annual General Meeting on a rotational basis, which ensures that each director is submitted for re-election approximately every three years.

The Board determines the appropriate size of the Board from time to time, within the range of two to twelve directors specified in the Company's Articles of Association. Upon the listing of the Company's shares with the New York Stock Exchange ("NYSE"), a majority of the Board will be made up of independent directors. An "independent" director is a director who meets NYSE definition of independence, as determined by the Board. The Board makes an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nomination Committee. In the event that a director becomes aware of any change in circumstances that may result in such director no longer being considered independent under the listing standards of the NYSE or under applicable law, the directors shall promptly inform the Chairman of the Nomination Committee.

The Board operates both formally, through Board and Committee meetings, and informally, through regular contact among directors and senior executives. There is a schedule of matters that are specifically reserved to the Board for its decision, including approval of interim and annual results, dividend policy, approval of circulars and listing particulars, matters relating to share capital, approval of major capital expenditure and investments.

The Nomination Committee considers and makes recommendations to the Board regarding the size, structure, composition and functioning of the Board. In addition, the Nomination Committee is responsible for establishing processes and procedures for the selection and nomination of directors, and for developing and recommending Board membership criteria to the Board for approval and periodically reviewing these criteria. The Board's criteria include personal and professional integrity; a record of exceptional ability and judgment; ability and willingness to participate fully and work constructively in Board activities, including active participation in meetings of the Board and its committees; interest, capacity and willingness, in conjunction with the other members of the Board, to serve the interests of the Company's shareholders; reasonable knowledge of the fields of the Company's operations, as well as familiarity with the principles of corporate governance; expertise to serve on one or more committees of the Board; and absence of any personal or professional relationships that would adversely affect the individual's ability to serve the Company's best interests and those of the Company's shareholders. In addition, the Nomination Committee seeks candidates who possess the following skills: the ability to contribute to the variety of opinions, perspectives, personal and professional experiences and backgrounds, as well as other differentiating characteristics represented by the members of the Board; a desire to contribute positively to the existing tone and collaborative culture among the Board members; and professional and personal experiences and expertise relevant to achievement of the Company's strategic objectives.

The Nomination Committee considers these criteria in the context of the perceived needs of the Board as whole and seeks to achieve a diversity of occupational and personal backgrounds on the Board.

## **Functioning of the Board**

### ***Committees***

The Board has three standing committees: Audit, Nomination and Remuneration.

The Audit, Nomination and Remuneration Committees consist solely of independent directors. In addition, directors who serve on the Audit Committee must meet additional, heightened independence criteria applicable to Audit Committee members under NYSE requirements.

The Board may also establish and maintain other committees from time to time as it deems necessary and appropriate.

### ***Assignment of Committee Members***

The Nomination Committee considers and makes recommendations to the Board regarding committee size, structure, composition and functioning. Committee members and chairpersons are recommended to the Board by the Nomination Committee and appointed by the full Board.

### ***Responsibilities***

Each standing committee operates under a written charter that sets forth the purposes and responsibilities of the committee as well as qualifications for committee membership. Each standing committee assesses the adequacy of its charter annually and recommends changes to the Board as appropriate. All committees report regularly to the full Board with respect to their activities.

### ***Distribution and Review of Board Materials***

Board materials related to agenda items are provided to directors sufficiently in advance of Board and Committee meetings to allow directors to review and prepare for discussion of the items at the meeting. Directors should review such materials in advance of the meetings. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Board meeting.

### ***Meetings***

The Board holds regularly scheduled meetings throughout the year and holds additional meetings as necessary to carry out its responsibilities. Directors are expected to attend Board meetings and meetings of the Board committees on which they serve.

### ***Executive Sessions***

The non-management directors shall meet regularly in executive session without management present. If the non-management directors include directors who are not independent, the independent directors shall meet in executive session at least annually.

### ***Attendance at Annual General Meeting***

Directors are expected to attend the Annual General Meeting absent unusual circumstances.

### **Director Access to Management and Independent Advisors**

At the invitation of the Board, members of senior management may attend Board meetings or portions of meetings for the purpose of presenting matters to the Board and participating in discussions. Directors also have full and free access to other members of management and to employees of the Company.

The Board has the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist it in the performance of its functions. The Audit, Nomination and Remuneration Committees have similar authority to retain outside advisors as it determines appropriate to assist it in the performance of its functions.

### **Director Compensation**

The Remuneration Committee annually reviews the remuneration of directors. Director remuneration is set by the Board based upon the recommendation of the Remuneration Committee. Executive directors do not receive remuneration for service on the Board.

### **Director Orientation and Continuing Education**

The Company has an orientation process for Board members that is designed to familiarize new directors with various aspects of the Company's business, including the Company's strategy, operations, finances, risk management processes, compliance program and governance practices. The Board encourages directors to participate in education programs to assist them in performing their responsibilities as directors.

### **Board and Committee Performance Evaluations**

The Board conducts an annual self-evaluation to assess its performance. The Audit, Nomination and Remuneration Committees conduct annual self-evaluations to assess their performance. The Nomination Committee is responsible for developing, administering and overseeing processes for conducting evaluations.

### **Management Succession Planning**

The Board is responsible for oversight of succession planning for certain senior management positions. At least annually, the Board reviews succession planning and management development, including recommendations and evaluations of potential successors to fill these positions. The succession planning process includes consideration of candidates who could assume the position of CEO in the event that he or she unexpectedly becomes unable to perform the duties of this position.

The Remuneration Committee is responsible for setting annual and long-term performance goals for the CEO, evaluating the CEO's performance against those goals, and setting the CEO's

compensation. The results of the evaluation are shared with the CEO and used by the Remuneration Committee in setting the CEO's compensation.

### **Shareholder Communication**

The Company seeks to clearly communicate the plans it is pursuing and the likely financial and wider consequences of those plans. These goals and plans have been, and will continue to be, set out in the Company's annual report. In addition, the Company seeks to regularly update shareholders through filing current reports with the SEC and issuing press releases on its activities. The Company is continuously exploring other ways of keeping interested parties informed of its progress.

The executive directors regularly meet with institutional shareholders to discuss the Company's performance and future prospects. The Company ensures that these communications are made in compliance with Regulation FD of the Securities Exchange Act of 1934, as amended. Comments made and views communicated by the institutional shareholders at these meetings together with feedback from the Company's advisors are reported back to the Board so that it can understand any shareholder issues.