

# CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

Eros International Plc (“Eros,” and together with its subsidiaries, the “Company”) has adopted the following Code of Conduct (this “Code”) regarding trading in securities by directors, officers, and employees, and any outsiders designated by Eros (an “Outsider”) because they have access to material information that is not generally known or available to the public.

## I. INTRODUCTION

This Code has been made pursuant to the applicable rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”).

U.S. federal and state laws prohibit buying, selling or making other transfers of securities by persons who have material information that is not generally know or available to the public. These laws prohibit persons with such material non-public information from disclosing this information to others who trade in securities of the Company.

You are responsible for seeing that you do not violate applicable securities laws or this Code. We designed this Code to promote compliance with the applicable securities laws and to protect the Company and you from the serious liabilities and penalties that can result from violations of these laws.

If you violate U.S. insider trading laws, pursuant to U.S. federal and state securities laws, you may have to pay civil fines for up to three times the profit gained or loss avoided by such trading, as well as criminal fines up to \$5 million. You also may have to serve a jail sentence of up to 20 years. In addition, the Company may face civil penalties up to the greater of \$1.425 million, or three times the profit gained or loss avoided as a result of your insider trading violations, as well as criminal fines of up to \$25 million.

Both the SEC and the NYSE are very effective at detecting and pursuing insider trading cases. The SEC has successfully prosecuted cases against employees trading through foreign accounts, trading by family members and friends, and trading involving only a small number of shares. Therefore, it is important that you understand the breadth of activities that constitute illegal insider trading. This Code sets out the Company’s policy in the area of insider trading and should be read carefully and complied with fully.

## II. POLICIES AND PROCEDURES

### A. Trading Policy

You may not buy or sell a company’s securities when you have Material Non-public Information (as defined in Section B. below) about that company. This policy against “insider trading” applies to trading in Company securities, as well as to trading in the securities of other companies, such as the Company’s customers and suppliers or a firm with which the Company is negotiation a major transaction.

You may not convey Material Non-public Information about the Company or another company to others. You also may not suggest that anyone purchase or sell any company’s securities while you are aware of Material Non-public Information about that company. These practices, known as “tipping”, also violate the U.S. securities laws and can result in the same civil and criminal penalties that apply if you engage in insider trading directly, even if you do not receive any money or derive any benefit from trades made by persons to whom you passed Material Non-public Information. This policy against “tipping” applies to information about the Company and its securities, as well as to information about other companies. This policy does not restrict legitimate business communications on a “need to

know” basis. Files containing confidential information shall be kept secure, and computer files must have adequate security measures such as logins and passwords.

It is against Company policy for you to engage in short-term or speculative transactions in Company Securities. As such, you may not engage in: (a) short-term trading (generally defined as selling Company securities within six months following a purchase); (b) short sales (selling Company securities you do not own or, if you own the security, not delivering it against such sale); (c) transactions involving publicly traded options or derivatives, such as trade in puts or calls in Company securities; and (d) hedging transactions. Additionally, because securities held in a margin account or pledged as collateral may be sold without consent if you fail to meet a margin call or if you default on a loan, a margin or foreclosure sale may result in unlawful insider trading. Because of this danger, you should exercise caution when including Company securities in a margin account or pledging Company securities as collateral for a loan.

The foregoing restrictions apply to all directors, officers, employees and Outsiders, as well as (a) their family members and anyone that lives in their household (other than household employees) and (b) any corporations, partnerships, trusts or other entities owned or controlled by such persons. The SEC and federal prosecutors may presume that trading by family members is based on information you supplied and may treat any such transactions as if you had traded yourself. There is no exception for small transactions or transactions that may seem necessary or justifiable for independent reasons, such as the need to raise money for an emergency expenditure.

For the purpose of this Code, “family member” shall mean any person having a blood, marital or legal relationship, including children and grandchildren (including adopted children and grandchildren), stepchildren, parents, stepparents, grandparents, spouses, siblings (including half-brothers and sisters), fathers-in-law, mothers-in-law, daughters-in-law, sons-in-law, Uncles, Aunts, nieces, nephews, brothers-in-law or sister-in-law.

For purposes of this Code, references to “trading” and “transitions” includes, among other things:

- purchases and sales of Company securities;
- sales of Company securities obtained through the exercise of employee stock options granted by the Company;
- making gifts of Company securities; and
- Using Company securities to secure a loan.

Directors, officers, employees and Outsiders should consult the Compliance Officer if they have any questions.

## **B. What is “Material Non-public Information”?**

### **1. Material Information**

Material information generally means information that reasonable investor would consider important in making an investment decision to buy, hold, or sell securities. Either positive or negative information may be material. Depending on the circumstances, common examples of information that may be material include:

- Earnings, revenue, or similar financial information;
- Unexpected financial results;

- Unpublished financial reports or projections;
- Extraordinary borrowing or liquidity problems;
- Changes in control;
- Changes in directors, senior management or auditors;
- Information about current, proposed, or contemplated transactions, business plans, financial restructuring, acquisition targets or significant expansions or contractions of operations;
- Changes in dividend policies or the declaration of a stock split or the proposed or contemplated issuance, redemption, or repurchase of securities;
- Material defaults under agreements or actions by creditors, clients or suppliers relating to a company's credit rating;
- Information about major contacts;
- Significant new product developments or innovations;
- The interruption of production or other aspects of a company's business as a result of an accident, fire, natural disaster, or breakdown of labour negotiations; and
- Institution of, or developments in, major litigation, investigations, or regulatory actions or proceedings.

Investigators may scrutinise a questionable trade after the fact with the benefit of hindsight, so you should always err on the side of deciding that the information is material and not trade. If you have questions regarding specific transactions, please contact the Compliance Officer.

## **2. Non-public Information**

Non-public information is information that is not generally known or available to the public. We consider information to be available to the public only when:

- It has been released to the public by the Company through appropriate channels (e.g., by means of a press release or a widely disseminated statement from a senior officer); and
- Enough time has elapsed to permit the investment market to absorb and evaluate the information. As a general rule, you should consider information to be non-public until two full trading days have lapsed following public disclosure.

## **3. Consult the Compliance Officer**

If you are unsure whether information you possess is material or non-public you must consult the Compliance Officer for guidance before trading in any of the Company's securities.

## **C. Unauthorized Disclosure**

All directors, officers and employees must maintain the confidentiality of Company information for competitive, security and other business reasons, as well as to comply with securities laws. All

information you learn about the Company or its business plans is potentially non-public information until it is publicly disclosed. You should treat this information as confidential and proprietary to the Company. You may not disclose it to others, such as family members, other relatives, or business or social acquaintances.

Also, legal rules govern the timing and nature of the Company's disclosure of material information to outsiders or the public. Violation of these rules could result in substantial liability for you, the Company and its management. For this reason, we permit only specifically designated representatives of the company to discuss the Company with the news media, securities analysts and investors and only in accordance with the Company's disclosure policies and applicable local law. If you receive inquiries of this nature, refer them to the Compliance Officer.

#### **D. When and How to Trade Company Securities**

##### **1. Overview**

Directors, officers and certain other employees and Outsiders who are so designated from time to time (such officers and designated employees, "Restricted Employees," and such designated Outsiders, "Restricted Outsiders") are for purpose of this Code required to comply with the restrictions covered below. Even if you are not a director, a Restricted Employee or a Restricted Outsider, however, following the procedures listed below may assist you in complying with this Code.

##### **2. Trading Window**

Directors, Restricted Employees and Restricted Outsiders may only trade in Company securities during the periods specified by the Company (any such period, a "Trading Window"), including from the date that is one full trading day after an earnings release to the end of business on the last day of each financial quarter.

However, even if the trading Window is open, you may not trade in Company securities if you are aware of Material Non-public Information about the Company. In addition, if you are subject to the Company's pre-clearance policy (described below), you must pre-clear transactions even if you initiate them when the Trading Window is open.

The Trading Window will also be closed beginning on the date of a Board meeting where a decision on any of the following matters is taken until two full trading days after the decision is made public:

- Intent to declare of dividends (interim or final);
- Issue or repurchase of Company securities;
- Any major expansion plans or execution of new projects;
- Business combinations, merger or takeover;
- Disposal of the whole or substantially the whole of the Company or its business; or
- Any significant changes in policies, plans or operations of the Company having material impact on the financials of the Company.

From time to time during the Trading Window, the Company may close trading due to other developments (such as a significant event or transactions) that involve Material Non-public Information. In such cases, the Compliance Officer may notify particular individuals that they should

not engage in any transactions involving the purchase or sale of Company Securities, and should not disclose to others the fact that trading has been prohibited.

Even if the Trading window is closed, you may exercise Company stock options if no shares are to be sold, including options held pursuant to an Employee Stock Option Plan (“ESOP”) . You may not, however, effect sales of securities issued upon the exercise of options (including same-day sales and cashless exercises). Generally, all pending purchase and sales orders regarding Company securities that could be executed while the Trading Window is open must be cancelled before it closes.

In light of these restrictions, if you expect a need to sell Company securities at a specific time in the future, you may wish to consider entering into a pre-arranged Rule 10b5-1(c) trading plan, as discussed below.

### **3. Pre-clearance**

The Company requires its directors, Restricted Employees and Restricted Outsiders to contact the Compliance Officer in advance of effecting any purchase, sale or other trading of Company securities and to obtain prior approval of the transaction. **The pre-clearance policy applies to these people even if they are initiating a transaction while the Trading Window is open**

If a transaction is approved under the pre-clearance policy, the transaction must be executed by the end of the second full trading day after the approval is obtained, but regardless may not be executed if you acquire Material Non-public Information concerning the Company prior to the execution of the transaction. If a transaction is not completed within the period described above, the transaction must be approved again before it may be executed. Any pre-clearance approval is subject to required procedures and restrictions under applicable local laws.

If a proposed transaction is not approved under the pre-clearance policy, you should refrain from initiating any transaction in Company securities, and you should not inform anyone within or outside of the Company of the restriction. Any transaction under a Rule 10b5-1 trading plan (discussed below) will not require pre-clearance at the time of the transaction.

### **E. Rule 10b5-1 Trading Plans**

Rule 10b5-1 provides a defense from U.S. insider trading liability if trades occur pursuant to a pre-arranged trading plan that meets specified conditions. It is possible to pre-arrange trades in Company securities by entering into a written trading plan. Trading plans can be established for a single trade or a series of trades. A plan must either specify the number of securities to be bought or sold, along with the price and the date, or provide a written formula for determining this information. Alternatively, a trading plan can delegate investment discretion to a third party, such as a broker, who then makes trading decisions without further input from the person implementing the plan. Because the SEC rules on trading plans are complex, you should consult with your broker and be sure you fully understand the limitations and conditions of the rules before you establish a trading plan.

All Rule 10b5-1 trading plans must be reviewed and approved in advance by the Compliance Officer.

### **F. Reporting Requirements**

To facilitate compliance with applicable insider trading laws and regulations, all directors, Restricted Employees, Restricted Outsiders and shareholders holding 5% or more of the Company’s ordinary shares or voting rights in the Company shall provide any information requested by the Company pursuant to local law.

## **G. Noncompliance**

Any director, officer, employee or Outsider who trades in securities or communicates any information for trading in securities in contravention of this Code shall be penalized and appropriate action shall be taken against them by the Company after giving reasonable opportunity to them to show cause. He or she shall also be subject to disciplinary action, as deemed appropriate, including but not limited to wage freeze, suspension and ineligibility for future participation in ESOPs.

## **H. Functions, Duties and Responsibilities of the Compliance Officer**

Unless otherwise resolved by the Board, the Company's Chief Corporate and Strategy Officer shall be the "Compliance Officer" for the purpose of this Code. The Compliance Officer shall be subject to the supervision of the Board. You can contact the Compliance Officer by calling +44 (207) 935 2727, emailing [mark.carbeck@erosintl.com](mailto:mark.carbeck@erosintl.com) or at the following address:

Eros International Plc  
Attn: Compliance Officer  
Sovereign Park, Coronation Road  
Park Royal, London, United Kingdom  
NW10 7QP

The Compliance Officer shall be responsible for

- Setting forth policies and procedures for and monitoring compliance with this Code;
- Assisting all employees in addressing any clarifications in applicable laws or this Code;
- Ensuring that all directors, Restricted Employees, Restricted Outsiders and 5% or more shareholders of Eros furnish the details of transactions in the securities of the Company as requested pursuant to Section II.F of this Code and maintaining a record of all the intimation received for a period of at least three years;
- Maintaining records of all declarations as discussed herein in the prescribed form and to place the same before the Board on a monthly basis; and
- Obtaining disclosures from directors, Restricted Employees, Restricted Outsiders and 5% or greater shareholders of Eros and giving information regarding the disclosures to the stock exchanges where the Company securities are listed, as required by the stock exchanges.

## **H. General**

The decision of the Board with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board shall have the power to modify, amend or replace this Code in part or full as may be thought fit from time to time in their absolute discretion.

In case of any inconsistency between any of the provisions of the rules of the SEC or the NYSE, or any other applicable law, or in case of any omission regarding the foregoing, such provisions shall prevail or be applicable, as the case may be.

## **I. No Rights Created**

This Code sets forth guidelines for conduct of the directors and employees of the Company. This Code is not an expressed or implied contract of employment and does not create any contractual rights of any kind between the Company and its directors or employees. In addition, all employees should

understand that the Code does not modify their employment relationship, whether at will or governed by contract.

**J. General**

All directors and employees are required to certify their understanding of and intent to comply with this Code annually.

**Receipt and Acknowledgment**

I, \_\_\_\_\_, hereby acknowledge that I have received and read a copy of the Code of Conduct for Prohibition of Insider Trading of Eros International Plc. I agree to comply with these guidelines.

\_\_\_\_\_

Signature

\_\_\_\_\_

Date